



## **PUBLIC DISCLOSURE**

July 15, 2013

### **COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION**

**People's United Bank  
Charter Number: 718027**

**850 Main Street  
Bridgeport, CT 06604**

**Office of the Comptroller of the Currency**

**Assistant Deputy Comptroller – Midsize Bank Supervision  
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**NOTE:** This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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## General Information and Overall CRA Rating

The Community Reinvestment Act (CRA) requires each federal financial supervisory agency to use its authority, when examining financial institutions subject to its supervision, to assess the institution’s record of meeting the credit needs of its entire community, including low- and moderate-income (LMI) neighborhoods, consistent with the safe and sound operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution’s record of meeting the credit needs of its community.

This document is an evaluation of the CRA performance of People’s United Bank (People’s or the bank) issued by the OCC, the institution’s supervisory agency, for the evaluation period ending June 30, 2013. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

**Institution’s CRA Rating:** This institution is rated **Satisfactory**.

The following table indicates the performance level of People’s United Bank with respect to the Lending, Investment, and Service Tests:

Performance Levels	People’s United Bank Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X		X
Low Satisfactory		X	
Needs to Improve			
Substantial Noncompliance			

\* The lending Test is weighted more heavily than the investment and service tests when arriving at an overall rating.

The major factors that support this rating include:

- The bank originated a substantial majority of loans within its assessment areas (AA);
- The bank’s lending activity is good;
- The bank’s overall geographic distribution of loans is good, based upon overall adequate home mortgage lending performance and excellent small loans to businesses performance;
- The bank’s overall distribution of lending by borrower income is good, as evidenced by good distribution of home mortgage loans by income level of borrowers and adequate distribution of loans to businesses with different revenue sizes;
- Community development (CD) lending has a significantly positive impact on the bank’s performance under the Lending Test in the states of Maine, Massachusetts, and Vermont, a positive impact on the bank’s performance in the state of New York, and a neutral impact in the other rating areas;

- People's overall CD investment performance is adequate, when considering its responsiveness to community needs through its strong lending performance. The bank's level of performance in the state of Vermont is good. However, the very poor performance in the Boston MMSA is not offset by lending performance in the AA;
- Overall, bank branches are accessible to people and geographies of different income levels. However, the distribution of the bank's branches in the Boston MMSA are reasonably accessible to all portions of the area. The branch distribution in the state of Massachusetts is readily accessible to all portions of the area. Hours are adequate with no significant differences between branches located in different income levels. The bank offers an adequate level of services through alternative delivery systems. The record of opening or closing offices has not adversely impacted access to banking services within the bank's communities; and
- People's provides a relatively high level of CD services.

## Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

**Affiliate:** Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

**Aggregate Lending:** The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

**Census Tract (CT) – 2000 Census:** A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

**Census Tract (CT) – 2010 Census:** Small, relatively permanent statistical subdivisions of a county delineated by local participants as part of the U.S. Census Bureau's Participant Statistical Areas Program. The primary purpose of CTs is to provide a stable set of geographic units for the presentation of decennial census data. CTs generally have between 1,500 and 8,000 people, with an optimum size of 4,000 people.

**Community Development:** Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development.

Activities that revitalize or stabilize-

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
  - a. Rates of poverty, unemployment, and population loss; or
  - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

**Community Reinvestment Act (CRA):** the statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

**Consumer Loan(s):** A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

**Family:** Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder' and no wife present) or 'female householder' (a family with a female householder and no husband present).

**Full Review:** Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

**Geography:** A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

**Home Mortgage Disclosure Act (HMDA):** The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

**Home Mortgage Loans:** Such loans include home purchase, home improvement and refinancing, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

**Household:** Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

**Limited Review:** Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

**Low-Income:** Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of a geography.

**Market Share:** The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

**Median Family Income (MFI) – 2000 Census:** The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

**Median Family Income (MFI) – 2010 Census:** The median income derived from the United States Census Bureau's American Community Survey data every 5 years and used to determine the income level category of geographies. Also, it is the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level of individuals within a geography. For any given geography, the median is the point at which half of the families have income above it and half below it.

**Metropolitan Area (MA):** Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget, and any other area designated as such by the appropriate federal financial supervisory agency.

**Metropolitan Division:** As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

**Metropolitan Statistical Area:** An area, defined by the Office of Management and Budget, as having at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties, plus adjacent outlying counties having a high degree of social and economic integration with the central county as measured through commuting.

**Middle-Income:** Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography

**Moderate-Income:** Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

**Multifamily:** Refers to a residential structure that contains five or more units.

**Other Products:** Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

**Owner-Occupied Units:** Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

**Qualified Investment:** A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

**Rated Area:** A rated area is a state or multi-state metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multi-state metropolitan area, the institution will receive a rating for the multi-state metropolitan area.

**Small Loan(s) to Business(es):** A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

**Small Loan(s) to Farm(s):** A loan included in 'loans to small farms' as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

**Tier One Capital:** The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

**Upper-Income:** Individual income that is at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

## Description of Institution

People's United Bank is a midsize, interstate Federal savings bank headquartered in Bridgeport, Connecticut. People's is a wholly-owned subsidiary of People's United Financial Inc., a \$33.9 billion holding company also headquartered in Bridgeport, Connecticut. The bank conducts business in the states of Connecticut, Maine, Massachusetts, New Hampshire, New York, and Vermont. As of June 30, 2013, People's had total assets of \$31.1 billion, total loans of \$23 billion, and Tier One Capital of \$2.8 billion.

According to the FDIC Deposit Market Share Reports dated June 30, 2013, the bank had total deposits of \$21.9 billion. Based upon deposits, People's is the largest institution in Vermont and the third largest in Connecticut. As of June 30, 2013, the bank had total loans of \$23 billion, representing 74 percent of total assets. Approximately 73 percent of the bank's loan portfolio is comprised of real estate loans, of which the predominant portion (50.5 percent) is secured by commercial real estate. One-to-four family residential real estate and commercial loans represent 38.6 percent and 22 percent of total loans, respectively. Multifamily loans make up an additional 10.8 percent of total loans.

People's is a full-service bank with 418 full-service banking offices and 511 deposit-taking ATMs throughout Connecticut, Maine, Massachusetts, New Hampshire, New York, and Vermont, including offices in Stop and Shop supermarkets providing seven-day-a-week banking services. The bank also offers mobile, online, and telephone banking to its customers. People's offers an extensive menu of commercial banking, retail and business banking, and wealth management services to individual, corporate, and municipal customers. Products and services include secured and unsecured commercial and consumer loans, mortgage loans secured by residential and commercial properties, and deposit accounts for consumer, commercial, and municipal customers.

Bank subsidiaries offer brokerage, financial advisory, and investment management services, and life insurance through People's Security, Inc. (PSI); equipment financing through People's Capital and Leasing Corp. (PCLC) and People's United Equipment Finance Corp. (PUEFC); and other insurance services through People's United Insurance Agency, Inc. (PUIA). The activities of these related entities had no CRA impact on the bank during the evaluation period.

People's has engaged in a series of acquisitions since the last evaluation. These acquisitions have expanded the bank's presence in the northeast United States. In 2010, People's acquired Butler Bank in Lowell, MA; Bank of Smithtown in Smithtown, NY; and River Bank in North Andover, MA. The bank acquired Danversbank of Danvers, MA in 2011. In 2012, People's bought 57 branches from RBS Citizens, N.A. in Nassau, Suffolk, Bronx, Dutchess, Orange, Putnam, Queens, Richmond, Rockland, Ulster and Westchester Counties, NY. People's moved into the Boston MMSA with the acquisition of Butler Bank and moved into the Nassau-Suffolk, NY MD with the acquisition of the Bank of Smithtown. The bank also created the Poughkeepsie and Kingston AAs following the acquisition of the Citizens branches. The other acquisitions during the evaluation period increased the bank's presence in existing markets.

Federal savings associations are subject to certain regulatory investment authority limitations. There are no other known legal, financial, or other factors impeding the bank's ability to help meet credit needs in its communities. The Office of Thrift Supervision rated the bank's CRA performance as Outstanding in the previous evaluation dated October 5, 2009. This represents the first CRA performance evaluation performed by the OCC.

## Scope of the Evaluation

### Evaluation Period/Products Evaluated

We reviewed home purchase, home improvement, and home refinance mortgage loans made by the bank and reported under the Home Mortgage Disclosure Act (HMDA). We also reviewed small loans made to businesses and farms by the bank and reported under the Community Reinvestment Act (CRA). We evaluated the bank's HMDA, small business, and small farm lending performance between July 1, 2009 and December 31, 2012. We limited our analysis of the bank's performance to primary loan products. Primary loan products are those products with at least 20 loans reported within the AA during the evaluation period. The volume of small loans made to farms is sufficient to conduct meaningful analysis in only one AA. The volume of multifamily loans is sufficient for analysis in four AAs. Performance tables one through 12 in Appendix D includes tables covered by the 2000 Census with 2009 through 2011 loan data and a second set of tables covered by the 2010 Census, with 2012 loan data. We reviewed community development (CD) loans, investments, and services for the period July 1, 2009 through June 30, 2013.

### Data Integrity

Prior to this CRA evaluation, we performed a data integrity examination to ensure the accuracy of the bank's publicly-filed HMDA and CRA loan data. We reviewed data collected and reported by the bank over the evaluation period. The testing indicated no substantive inaccuracies in the data. Therefore, we concluded that the HMDA and CRA loan data could be relied upon for this evaluation. Additionally, CD loans, investments, and services made or provided during the evaluation period were reviewed to determine their eligibility for consideration. We included in this examination all loans, investments, and activities found to meet the definition of CD.

### Selection of Areas for Full-Scope Review

In each state and multistate metropolitan area where the bank has an office, a sample of AAs within that state/multistate metropolitan area is selected for full-scope review. Refer to the "Scope" section under each State and Multistate Metropolitan Area Rating section (as applicable) for details regarding how the areas were selected.

We performed full-scope reviews for nine of the bank's AAs, including the Essex County, MA Metropolitan Division (MD) (the Peabody MD) in the Boston MMSA, the Bridgeport-Stamford-Norwalk, CT MSA, the Hartford-West Hartford-East Hartford, CT MSA, and the New Haven-Milford, CT MSA within the state of Connecticut; the Portland-South Portland-Biddeford, ME MSA in the state of Maine; the Springfield, MA MSA in the state of Massachusetts; the Manchester-Nashua, NH MSA in the state of New Hampshire; the Nassau County-Suffolk County, NY MD in the state of New York; and the Burlington-South Burlington, VT MSA within the state of Vermont. These areas contained the bank's largest percentage of deposits and loans. Combined, these areas accounted for 77.1 and 75.2 percent of total bank deposits as of June 30, 2011 and June 30, 2012, respectively. For total reportable loans, these areas accounted for 85.5 and 89.5 percent as of December 31, 2011 and December 31, 2012, respectively.

## Ratings

The bank's overall rating is a blend of the Multistate Metropolitan Area rating and state ratings, based upon results under the Lending, Investment, and Service Tests in those areas that received full-scope reviews. In our evaluation of People's performance, we placed more weight on the bank's performance in the longer time period of 2009 through 2011 compared to the 2000 Census than to its performance in the much shorter time period of 2012 compared to the 2010 Census. The state of Connecticut carried the greatest weight in our conclusions because it represents the bank's most significant market in terms of deposit concentrations, branch distribution, and reportable lending. The state of Connecticut represented 51.1 percent of the bank's total deposits and 39.6 percent of the bank's branches as of June 30, 2012. The bank made 56.93 percent of its home mortgage loans and 18.94 percent of its small loans to businesses in the state during the evaluation period. Refer to the "Scope" section under each state and Multistate Metropolitan Area Rating section for details regarding how the areas were weighted in arriving at the respective ratings.

Additionally, when evaluating the bank's performance under the Lending Test, we placed a greater weight on the bank's distribution of home mortgage loans than the distribution of small loans to businesses. Within the home mortgage loan category, we placed greater weight on home refinance loans and home purchase, with home improvement loans receiving substantially less weight. We placed greater emphasis on home mortgage lending because of affordable housing needs in all of the bank's communities and the bank's emphasis on addressing community credit needs through home mortgage lending. Secondary emphasis is placed on small loans to businesses because it also represents an identified credit need in the bank's communities. In total, the number of loans originated and purchased during the evaluation period, home mortgage lending accounted for 59.2 percent and small loans to businesses represented 40.8 percent of the bank's lending.

When evaluating the bank's performance under the Investment Test, we considered regulatory investment authority limitations applicable to Federal savings associations. We considered Investment Test performance to be adequate, if the bank made few or no qualified investments, but otherwise had a strong lending record in the AA.

## Inside/Outside Ratio

This ratio is a bank-wide calculation and is not calculated by individual AA. Analysis is limited to bank originations and purchases and does not include any affiliate data. For the evaluation period, a substantial majority of all loan products were made inside the bank's AAs (90.8 percent). The percentages in numbers of loans made inside the AAs by loan type for the combined three and a half-year period are as follows: home refinance loans (95.2 percent); small loans to businesses (95.4 percent); home purchase loans (74.9 percent); and home improvement loans (96.9 percent).

## Other Performance Data – Lending Test

We considered community development (CD) loans made in the broader regional area that includes the bank's AAs and have the potential to benefit the AA. There were eight loans totaling \$21.1 million considered in our analysis. The bank originated two loans totaling \$15 million to an organization serving Massachusetts and Connecticut; four loans totaling \$5.6 million to organizations serving Maine, New Hampshire, and Vermont; one loan for \$400 thousand to an organization serving the bank's six-state footprint; and one loan to an organization for \$100 thousand serving Vermont, New Hampshire, and Boston. Those loans represent an additional 4.3 percent of the total number of CD loans originated,

and 9.7 percent of the dollar volume of those loans. The loans supported organizations providing affordable housing, employment, residential, educational, and support services and were particularly responsive to the needs of individuals with developmental and physical disabilities across the state or regional area.

The bank offered several specialized loan programs throughout its footprint. These programs included:

**USDA Rural Development Housing Program:** The purpose of the program is assist low- and moderate-income individuals who seek to construct, purchase, or renovate a home in a rural area. The program offers guarantees of 100 percent of the purchase price on a home to the lending institution. Eligibility requirements include income restrictions, and provide for a fixed rate mortgage loan with a term of up to 30 years. During the evaluation period, People's originated 149 loans across its footprint totaling \$24.7 million. Information is not available on loans originated within the individual AAs.

**Federal Home Loan Bank Programs:** Equity Builder Program (EBP) is part of the Affordable Housing Program (AHP) administered through member banks, which grants up to \$15,000 per household to assist in the purchase of a home. Since FHLB allocates more funds than are available, EBP grants are available on a first come first served basis. The program provides homeownership opportunities for income eligible homebuyers and supports member bank's existing mortgage-lending programs. During the evaluation period, People's made first mortgage loans totaling \$2 million to 20 borrowers receiving EBP grants. Information is not available on loans originated within the individual AAs

### **Other Performance Data – Investment Test**

We considered CD investments made in the broader regional area that includes the bank's AAs and have the potential to benefit the AA. There were 16 current period investments totaling \$3.2 million and two prior period investments totaling \$758 thousand considered in our analysis. The majority of the investments were to organizations supporting affordable housing.

## **Fair Lending or Other Illegal Credit Practices Review**

Pursuant to 12 C.F.R. 25.28(c), or 12 C.F.R. 195.28(c), in determining a national bank's (bank) or Federal savings association's (FSA) CRA rating, respectively, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank or FSA, or in any assessment area by an affiliate whose loans have been considered as part of the bank's or FSA's lending performance.

The OCC did not identify evidence of discriminatory or other illegal credit practices with respect to this institution.

Further, section 1025 of the Dodd–Frank Wall Street Reform and Consumer Protection Act (Pub. L. 111-203) assigns to the CFPB exclusive examination authority, and primary enforcement authority, to ensure compliance by banks and FSAs with Federal consumer financial laws, if the bank or FSA has more than \$10 billion in assets. The CFPB has not provided the OCC with any information about, or other evidence of, discriminatory or other illegal credit practices relative to this institution with respect to the Federal consumer financial laws.

## Multistate Metropolitan Area Rating

### Boston-Cambridge-Quincy, MA-NH Multistate MSA

**CRA Rating for the Boston-Cambridge-Quincy, MA-NH Multistate MSA<sup>1</sup>: Needs to Improve**

**The Lending Test is rated: Low Satisfactory**

**The Investment Test is rated: Substantial Noncompliance**

**The Service Test is rated: Low Satisfactory**

The major factors that support this rating include:

- Adequate levels of home mortgage and small business lending activity;
- An overall adequate geographic distribution of loans, based on good geographic distribution of small loans to businesses, and adequate distribution of home mortgage loans;
- An adequate distribution of loans, based upon borrower income levels, as evidenced by adequate distribution of home mortgage loans, and poor distribution of small loans to small businesses;
- CD loan performance that had a neutral impact on the bank's Lending Test performance;
- Very poor community development investment performance, considering investment authority limitations, is not positively impacted by the bank's lending performance;
- A branch distribution system that is reasonably accessible to essentially all portions of the AA; and
- Good CD services performance.

### Description of Institution's Operations in the Boston-Cambridge-Quincy, MA-NH Multistate MSA

People's has four AAs within the Boston-Cambridge-Quincy, MA-NH MMSA (Boston MMSA). They included the Essex County, MA Metropolitan Division (MD) (Peabody MD); the Cambridge-Newton-Framingham, MA MD, consisting of Middlesex County; the Boston-Quincy, MA MD, consisting of Norfolk and Suffolk Counties; and the Rockingham County-Strafford County, NH MD. People's has 52 branches within the MMSA, representing 12.4 percent of the bank's total branch network. As of June 30, 2012, the bank ranked 10<sup>th</sup> in total deposits with a 1.3 percent market share. Total deposits in the MMSA as of June 30, 2012 were \$2.9 billion. People's moved into the Boston MMSA with the acquisition of Butler Bank in Lowell, MA on April 16, 2010. Major deposit competitors include State Street Bank and Trust Company, Bank of America, N.A., RBS Citizens, N.A., Santander Bank, N.A., and the Bank of New York Mellon, N.A.

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<sup>1</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Based on deposits, the Boston MMSA is the second largest rating area and accounted for approximately 13.6 percent of the bank's total deposits.

Refer to the market profiles for the Boston MMSA in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in the Boston MMSA**

In the Boston MMSA, we performed a full-scope review of the Peabody MD. Limited-scope reviews were performed for the Cambridge-Newton-Framingham, MA MD, the Boston-Quincy, MA MD, and the Rockingham County-Strafford County, NH MD. The Peabody MD is chosen as a full-scope area because it contained 50.2 percent of the deposits and 36.6 percent of the branches within the rating area. The start date for our evaluation of the bank's performance in the Boston MMSA is April 16, 2010, the date of the acquisition of Butler Bank and the bank's move into the Boston MMSA.

During the evaluation period, the bank did not originate or purchase a sufficient number of multifamily or small farm loans in any of the MMSA AAs to perform an analysis.

## **LENDING TEST**

The bank's performance under the Lending Test in the Boston MMSA is rated "Low Satisfactory." Based on a full-scope review the bank's performance in the Peabody MD is adequate. Performance in the limited-scope AAs did not positively or negatively impact the bank's Lending Test rating in the Boston MMSA.

Performance context considerations factored into our conclusion include strong competition from several nationwide lenders in the bank's AAs, the high cost of housing in some AAs, prevalence of available rental housing, and weak economic conditions during the evaluation period, reflected in relatively high poverty levels within some of the AAs, and high unemployment rates

## **Lending Activity**

Refer to Table 1 - Lending Volume and Other Products in the Boston MMSA section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity in the Peabody MD is adequate.

As of June 30, 2012, People's had a deposit market share of 8.6 percent and ranked fourth among 39 depository institutions. For home refinance lending, People's has a market share of 0.5 percent, and rank 35<sup>th</sup> among 362 lenders, reflecting a competitive market. Competition is also strong for home purchase and home improvement lending within the AA. There are 289 home purchase lenders and 127 home improvement lenders, respectively, within the AA. People's ranked 28<sup>th</sup> in home purchase lending with a 0.7 percent market share, and 33<sup>rd</sup> in home improvement lending with 0.3 percent market share. For small loans to businesses, People's ranked 17<sup>th</sup> among 86 lenders with a 0.7 percent market share. The top five banks dominated the market with a combined market share of 64.7 percent. Individual market shares of these lenders ranged from 6.2 to 34.1 percent.

## **Distribution of Loans by Income Level of Geography**

Overall, the geographic distribution of the bank's lending is adequate. Performance in the Peabody MD is adequate. As previously noted, when performing our analysis, we placed more weight on the bank's home refinance performance, with secondary weight on home purchase performance. Additionally, greater weight is given to the bank's performance in 2009 through 2011 than to its performance in 2012. We considered the impact of the performance context information described above in reaching our conclusions on the bank's performance.

### ***Home Mortgage Loans***

Overall, the geographic distribution of home mortgage loans is adequate.

Refer to Tables 2, 3, 4, and 5 in the Boston MMSA section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2010 through 2011 period was excellent. The percentage of loans in both low- and moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was poor, based upon poor performance in low-income geographies and very poor performance in moderate-income geographies. This performance negatively impacted the overall home purchase conclusion.

The overall geographic distribution of home improvement loans is adequate. The bank's geographic distribution of home improvement loans during 2010 through 2011 was good. The percentage of loans in low-income geographies exceeded the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies also exceeded the percentage of owner-occupied units in these geographies. The bank's market share in low-income census tracts was significantly below its overall market share for home improvement loans. The bank's market share in moderate-income census tracts exceeded its overall market share for home improvement loans. The bank's performance in 2012 was very poor, based upon very poor performance in both low-income and moderate-income geographies. This performance negatively impacted the overall home improvement conclusion.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2010 through 2011 was very poor. The percentage of loans in both low- and moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was adequate, and consisted of adequate performance in low-income geographies and poor performance in moderate-income geographies. This performance positively impacted the overall home refinance conclusion.

### ***Small Loans to Businesses***

Refer to Table 6 in the Boston MMSA section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The bank's geographic distribution of small loans to businesses during 2010 through 2011 was good. The percentage of loans

made in low-income geographies was below the percentage of businesses in those areas. The percentage of loans made in moderate-income geographies exceeded the percentage of businesses in those areas. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was excellent, with the percentages of loans made in both low- and moderate-income census tracts exceeding the percentages of businesses in those areas.

### **Lending Gap Analysis**

We reviewed summary reports and maps and analyzed People's home mortgage and small business lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps.

### **Distribution of Loans by Income Level of the Borrower**

Overall, the bank's distribution of loans to individuals of different income levels or businesses of different sizes is adequate. As noted previously, we placed more weight on the bank's home mortgage loan performance, specifically home refinance loans, with secondary consideration given to small loans to businesses. Additionally, we gave greater weight to the bank's performance during the 2010 through 2011 period than to its performance in 2012. When conducting our evaluation, we considered performance context factors, including housing affordability and the percentage of families below the poverty level.

#### ***Home Mortgage Loans***

The overall borrower distribution of home mortgage lending is adequate.

Refer to Tables 8, 9, and 10 in the Boston MMSA section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home purchase loans is adequate. The bank's borrower distribution of home purchase loans during 2010 through 2011 was good. The percentage of loans to low-income borrowers was somewhat near to the percentage of such families. The percentage of loans to moderate-income borrowers exceeded the percentage of such families. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was poor. The percentage of loans to low-income borrowers was below the percentage of those families. The percentage of loans to moderate-income borrowers was significantly below the percentage of moderate-income families. This performance negatively impacted the overall home purchase conclusion.

The overall borrower distribution of home improvement loans is adequate. The bank's borrower distribution of home improvement loans during 2010 through 2011 was adequate. The percentage of loans to low-income borrowers exceeded the percentage of low-income families. The percentage of loans to moderate-income borrowers was significantly below the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share of loans to moderate-income borrowers was significantly below its overall market share for home improvement loans. The bank's performance in 2012 was not inconsistent with performance noted in 2010 through 2011.

The overall borrower distribution of home refinance loans is adequate. The bank's borrower distribution of home refinance loans during 2010 through 2011 was adequate. The percentage of loans to low-

income borrowers was well below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was not inconsistent with the performance noted in 2010 through 2011.

### ***Small Loans to Businesses***

Refer to Table 11 in the Boston MMSA section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses is poor. The bank's borrower distribution of small loans to businesses during 2010 through 2011 was poor. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was well below the percentage of small businesses. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was very poor. The borrower distribution of small loans to small businesses was significantly below the percentage of small businesses, and the bank's small loans to small businesses market share was well below its overall market share.

### **Community Development Lending**

People's level of CD lending had a neutral impact on its overall lending performance in the Boston MMSA.

Refer to Table 1 Lending Volume in the Boston MMSA section of Appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of community development lending had a neutral impact on its overall lending performance in the Peabody MD. The bank originated two CD loans in 2010 totaling \$480 thousand in the Peabody MD. The bank did not make any CD loans in the MD after 2010. The loans made in 2010 represent 1.1 percent of the total number of CD loans the bank originated during the review period, and 0.2 percent of the dollar volume of CD loans. The dollar volume of CD lending equates to less than 0.1 percent of 2012 AA deposits, and to 0.3 percent of allocated Tier 1 Capital.

One loan provided working capital to support the provision of a broad range of social services through a center located in a low- and moderate-income community. The other loan provided financing for the construction of four units of affordable housing in a low-income area, in conjunction with a Neighborhood Stabilization Program (NSP) grant.

### **Product Innovation and Flexibility**

People's offers a standard mix of loans across the bank, including FHA, VA, and SBA loan programs. In addition, the bank demonstrates product flexibility by offering loan programs targeted to low- and moderate-income borrowers. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. These programs had a neutral impact on the bank's lending performance. Please see the Other Performance Data – Lending Test section for more information on these loan programs.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Cambridge-Newton-Framingham, MA MD, the Boston-Quincy, MA MD, and the Rockingham County-Stafford County, NH MD is not inconsistent with the bank's overall "Low Satisfactory" performance in the Boston MMSA. Refer to Tables 1 through 13 in the Boston MMSA section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in Boston MMSA is rated "Substantial Noncompliance." Based on a full-scope review, the bank's performance in the Peabody MD is very poor. While we gave consideration to its investment authority limitations, unlike other areas, People's lacks the strong lending performance in the Peabody MD to offset insufficient responsiveness to community needs through a very poor level of investments.

Refer to Table 14 in the "Multistate Metropolitan Area(s)" section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, the bank made few qualified investments. People's investments, consisting of 84 grants totaling \$444 thousand, reflecting very poor responsiveness to community needs.

Grants were associated with affordable housing, education, and community services for low- and moderate-income individuals. The Boston MMSA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Boston MMSA is competitive with other large banks competing for qualified investments in this market.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Boston-Quincy, MA MD, Cambridge-Newton-Framingham, MA MD, and Rockingham-Stafford County, NH MD is not inconsistent with the bank's overall "Substantial Noncompliance" performance in the Boston MMSA. Refer to the Table 14 in the Boston MMSA section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "Low Satisfactory." Based on the full-scope review, the bank's performance in the Peabody MD is adequate. Performance in the limited-scope AAs did not impact the bank's Service Test rating in the Boston MMSA.

## **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

People's branch distribution in the Peabody MD is adequate. The bank's branch distribution in the 2010 through 2011 timeframe was adequate. Branches were reasonably accessible to geographies and individuals of different income levels in the AA. The bank did not have any branches in low-income geographies, resulting in a percentage of branches below the percentage of population living in these geographies. The percentage of branches in moderate-income geographies was near to the percentage of population living in the moderate-income geographies. The bank's branch distribution in 2012 and 2013 was good. Branches were accessible to essentially all portions of the AA. The percentage of branches in moderate-income geographies exceeded the percentage of population in those geographies. The bank did not have branches in low-income geographies.

The bank did not open or close any branches during the evaluation period.

People's hours and services offered throughout the Peabody MD were adequate. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

Management complements its traditional service delivery methods with a number of alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these systems because they are standard across the industry and the bank is unable to provide any metrics demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

## **Community Development Services**

People's employees in the Peabody MD provided a good level of community development services. Bank employees participated in a variety of organizations and partnerships, many in leadership roles, that benefited low- and moderate-income individuals, promoted economic development, and provided affordable housing.

In the Peabody MD, nine employees provided their expertise to 13 different CD organizations. A bank officer served as the treasurer of the Lawrence Family Development Charter School, and on the board of the Lawrence Family Development and Education Fund. The school is located in a moderate-income CT. The fund supports the school, a Youth Build program, and the Maria del Pilar Quintana Family Center located in a low-income CT. This center provides services to new immigrants in community such as literacy, computer skills, and civics classes. Another officer serves on the advisory board of Citizens for Adequate Housing, an organization providing emergency shelter for homeless women and children, and transitional housing, and permanent affordable housing for low-income individuals and families. A third example of the bank's service is an officer's participation on the board of Beverly Bootstraps Community Services. The organization provides emergency and long-term assistance to low- and moderate-income individuals and families, including access to food, housing stability, adult and youth education, counseling, and advocacy.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Boston-Quincy, MA MD, the Cambridge-Newton-Framingham, MA MD, and the Rockingham-Stafford County, NH MD, is stronger than the bank's overall "Low Satisfactory" performance under the Service Test in the Boston MMSA. Bank products and services are more readily accessible in those areas because of stronger branch distribution. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## State Rating

### State of Connecticut

**CRA Rating for Connecticut: Satisfactory**

**The Lending Test is rated: High Satisfactory**

**The Investment Test is rated: Low Satisfactory**

**The Service Test is rated: High Satisfactory**

The major factors that support this rating include:

- Good levels of lending activity;
- An overall good geographic distribution of loans, based upon excellent geographic distribution of small loans to businesses and adequate geographic distribution of home mortgage loans;
- An overall good borrower distribution of loans, based upon adequate distribution of loans to businesses of different income levels and good distribution of home mortgage loans to borrowers of different income levels;
- CD loan performance that had a neutral impact on our assessment of the bank's performance under the Lending Test;
- Adequate investment performance considering the bank's investment authority limitations and overall good lending performance in the state;
- A branch distribution system that is accessible to essentially all portions of the AA;  
and
- Good CD services performance.

### Description of Institution's Operations in Connecticut

People's has five AAs within the state of Connecticut: the Bridgeport-Stamford-Norwalk MSA (Bridgeport MSA); the Hartford-W. Hartford-E. Hartford MSA (Hartford MSA) consisting of Hartford, Middlesex and Tolland Counties; the New Haven-Milford MSA (New Haven MSA), the Norwich-New London MSA (Norwich MSA); and the Connecticut Non-MSA AA consisting of Windham and Litchfield Counties (noncontiguous non-MSA counties combined for analyses purposes). People's has 165 branches within the state, representing 39.5 percent of the bank's total branch network.

As of June 30, 2012, the bank ranked third in deposits in the state of Connecticut with a 10.7 percent market share. People's deposits in the state of Connecticut totaled \$11.0 billion. Deposit competitors include Bank of America, N.A., Webster Bank, N.A., Wells Fargo Bank, N.A., and TD Bank, N.A. Based on deposits, Connecticut is the bank's largest rating area and accounted for approximately 51.2 percent of total bank deposits.

Refer to the market profiles for the state of Connecticut in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## Scope of Evaluation in Connecticut

For the state of Connecticut, we performed full-scope reviews of the Bridgeport MSA, Hartford MSA, and New Haven MSA. We selected these AAs as full-scope areas because they contained 92.3 percent of rating area deposits and 87.3 percent of rating area branches. Of these full-scope areas, the Bridgeport MSA was the largest in terms of branch, deposit, and loan percent. As such, performance in this area received the greatest weight.

During the evaluation period, the bank did not originate or purchase a sufficient number of multifamily or small farm loans in any of the Connecticut AAs to perform an analysis.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the state of Connecticut is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Bridgeport MSA, Hartford MSA, and New Haven MSA is good.

### Lending Activity

Refer to Tables 1 Lending Volume, in the state of Connecticut section of appendix D for the facts and data used to evaluate the bank's lending activity.

#### *Bridgeport MSA*

People's lending activity in the Bridgeport MSA is good.

As of June 30, 2012, People's had a deposit market share of 18.1 percent and ranked first among 32 depository institutions. For home refinance lending, People's ranked 5<sup>th</sup> among 367 lenders with a market share of 3.9 percent. The four banks ahead of People's dominated the market with a combined market share of 40.3 percent. Individual market shares of these banks ranged from 4.8 to 14.4 percent. For home purchase lending there are 273 lenders in the AA reflecting strong competition. People's ranked fifth in home purchase lending with a 3.7 percent market share, and first in home improvement lending with 10.1 percent market share. There were 88 lenders that made home improvement loans in the AA. For small loans to businesses, People's ranked 11<sup>th</sup> among 91 lenders with a 1.7 percent market share. The top five banks dominated the market with a combined market share of 73.5 percent. Individual market shares of these banks ranged from 5.2 to 38.6 percent.

#### *Hartford MSA*

People's lending activity in the Hartford MSA is adequate.

As of June 30 2012, People's had a deposit market share of 5.3 percent and ranked fourth among 39 depository institutions. For home refinance lending, People's ranked 16<sup>th</sup> among 124 depository institutions with a 1.8 percent market share. In home purchase lending, People's ranked 16<sup>th</sup> among 276 depository institutions with a 1.9 percent market share, reflecting strong competition in the AA. In

home improvement lending, People's ranked eighth among 371 lenders with a 3.6 percent market share, reflecting very strong competition in the AA. For the small loans to businesses, People's ranked 15<sup>th</sup> among 104 depository institutions with a 1.2 percent market share. The top five lenders represent 59.7 percent of the market share reflecting strong competition in the AA.

#### *New Haven MSA*

People's lending activity in the New Haven MSA is good.

As of June 30, 2012, People's had a deposit market share of 9.7 percent and ranked fifth among 29 depository institutions. The four banks ahead of People's dominated the market with a combined market share of 63.1 percent. For home refinance lending, People's ranked ninth among 316 lenders with a 2.3 percent market share. This reflected a competitive environment in the AA. For home purchase and home improvement lending there are 229 and 316 lenders, respectively, reflecting strong competition. People's ranked sixth and third in the AA with 3.2 percent and 8.3 percent market shares. People's ranked 16<sup>th</sup> with a 1.3 percent market share among 90 lenders for small loans to businesses. The top five lenders represent 59.7 percent of the market share reflecting strong competition in the AA.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of the bank's lending is good. The bank's performance in the Bridgeport and Hartford MSAs is good, and performance in the New Haven MSA is adequate. As previously noted, when performing our analysis, we placed more weight on the bank's home refinance performance, with secondary weight on home purchase performance. Additionally, we placed greater weight on the bank's performance during the longer time period of 2009 through 2011 than to its performance in 2012.

#### *Home Mortgage Loans*

Refer to Tables 2, 3, 4 and 5 in the state of Connecticut section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home mortgage loans is adequate.

#### *Bridgeport MSA*

The overall geographic distribution of home mortgage loans in the Bridgeport MSA is adequate.

The overall geographic distribution of home purchase loans is excellent. The bank's geographic distribution of home purchase loans during 2009 through 2011 was excellent. The percentages of loans in both low- and moderate-income geographies exceeded the percentages of owner-occupied units in these geographies. The bank's market shares in low- and moderate-income geographies exceeded its overall market share for home purchase loans. The bank's performance in 2012 was not consistent with performance noted in 2009 through 2011.

The overall geographic distribution of home improvement loans is poor. The bank's geographic distribution of home improvement loans during 2009 through 2011 was poor. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies was well below the percentage of

owner-occupied units in these geographies. The bank's market share in low-income census tracts exceeded its overall market share for home improvement loans. The bank's market share in moderate-income census tracts was near to its overall market share for home improvement loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2009 through 2011 was poor. The percentage of loans in both low- and moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The bank's market share in low-income geographies exceeded its overall market share for refinance loans. The bank's market share in moderate-income census tracts was below its overall market share for home refinance loans. The bank's performance in 2012 was weaker than performance in 2009 through 2011 and was very poor. The percentage of home refinance loans was significantly below the percentage of owner-occupied units in these geographies.

#### *Hartford MSA*

The overall geographic distribution of home mortgage loans in the Hartford MSA is good.

The overall geographic distribution of home purchase loans is excellent. The bank's geographic distribution of home purchase loans during 2009 through 2011 was excellent. The percentage of loans in both low- and moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's market shares in both low- and moderate-income census tracts also exceeded its overall market share for home purchase loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall geographic distribution of home improvement loans is good. The bank's geographic distribution of home improvement loans during 2009 through 2011 was good. The percentage of loans in low-income geographies exceeded the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies was below the percentage of owner-occupied units in these geographies. The bank's market share in low-income census tracts was below its overall market share for home improvement loans. The bank's market share in moderate-income census tracts exceeded its overall market share for home improvement loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall geographic distribution of home refinance loans is adequate. The bank's geographic distribution of home refinance loans during 2009 through 2011 was adequate. The percentage of loans in both low- and moderate-income geographies was well below the percentage of owner-occupied units in these geographies. The bank's market share in low-income census tracts exceeded its overall market share for home refinance loans. The bank's market share in moderate-income census tracts was near to its overall market share for home improvement loans. The bank's performance in 2012 was weaker than performance in 2009 through 2011 and was poor. The percentages of home refinance loans were well below the percentages of owner-occupied units in these geographies.

#### *New Haven MSA*

The overall geographic distribution of home mortgage loans in the New Haven MSA is poor.

The overall geographic distribution of home purchase loans is excellent. The bank's geographic distribution of home purchase loans during 2009 through 2011 was excellent. The percentage of loans

in both low- and moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's market shares in low- and moderate-income census tracts exceeded its overall market share for home purchase loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall geographic distribution of home improvement loans is poor. The bank's geographic distribution of home improvement loans during 2009 through 2011 was adequate. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's market share in low-income census tracts was significantly below its overall market share for home improvement loans. The bank's market share in moderate-income census tracts exceeded its overall market share for home improvement loans. The bank's performance in 2012 was weaker than its performance in 2009 through 2011 and was very poor. The percentage of loans in low- and moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. This performance had a negative impact on the overall home improvement conclusion.

The overall geographic distribution of home refinance loans is very poor. The bank's geographic distribution of home refinance loans during 2009 through 2011 was very poor. The percentage of loans in both low- and moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The bank's market share in low-income census tracts was significantly below its overall market share for home refinance loans. The bank's market share in moderate-income census tracts was below its overall market share for home refinance loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

### *Small Loans to Businesses*

Refer to Table 6 in the state of Connecticut section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

Overall, the geographic distribution of small loans to businesses is excellent.

### *Bridgeport MSA*

The overall geographic distribution of small loans to businesses is excellent. The bank's geographic distribution of small loans to businesses during 2009 through 2011 was excellent. The percentage of loans made in both low- and moderate-income geographies exceeded the percentage of businesses in those areas. The bank's market shares in both low- and moderate-income geographies exceeded its overall market share for loans to small businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2009 through 2011.

### *Hartford MSA*

The overall geographic distribution of small loans to businesses is excellent. The bank's geographic distribution of small loans to businesses during 2009 through 2011 was excellent. The percentage of loans made in both low- and moderate-income geographies exceeded the percentage of businesses in those areas. The bank's market shares in both low- and moderate-income geographies exceeded its overall market share for loans to small businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2009 through 2011.

### *New Haven MSA*

The overall geographic distribution of small loans to businesses is excellent. The bank's geographic distribution of small loans to businesses during 2009 through 2011 was excellent. The percentage of loans made by the bank in both low- and moderate-income geographies exceeded the percentages of businesses in those areas. The bank's market shares in both low- and moderate-income geographies exceeded its overall market share for loans to small businesses. The bank's performance in 2012 was not inconsistent with its performance the time period of 2009 through 2011.

### ***Lending Gap Analysis***

We reviewed summary reports to analyze People's home mortgage and small business lending activity over the evaluation period to identify gaps in the geographic distribution of loans. We did not identify any unexplained gaps.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower distribution of the bank's lending is good. Performance in the Bridgeport, Hartford, and New Haven MSAs is good. As previously noted, when performing our analysis we placed more weight on the bank's home refinance performance, with secondary weight on home purchase performance. Additionally, we also placed greater weight on the bank's performance during the longer timeframe of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of Connecticut section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage lending is good.

### ***Bridgeport MSA***

The overall borrower distribution of home mortgage loans in the Bridgeport MSA is good.

The overall borrower distribution of home purchase loans is excellent. The bank's borrower distribution of home purchase loans during 2009 through 2011 was excellent. The percentage of loans to both low- and moderate-income borrowers exceeded the percentages of such families. The bank's market shares of loans to both low- and moderate-income borrowers exceeded its overall market share for home mortgage loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2009 through 2011 was excellent. The percentage of loans to low-income borrowers was near to the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share for home improvement loans. The bank's performance in 2012 was weaker than its performance in

2009 through 2011 and was good. The percentage of loans made to low-income borrowers was somewhat near to the percentage of low-income families. The percentage of the bank's loans made to moderate-income borrowers exceeded the percentage of moderate-income families.

The overall borrower distribution of home refinance loans is adequate. The bank's borrower distribution of home refinance loans during 2009 through 2011 was adequate. The percentage of loans to low-income borrowers was well below the percentage of low-income families. The percentage of loans to moderate-income borrowers was near the percentage of moderate-income families. The bank's market share of loans to low-income borrowers substantially met its overall market share for home refinance loans. The bank's market share of loans to moderate-income borrowers substantially met its overall market share for home refinance loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

#### *Hartford MSA*

The overall borrower distribution of home mortgage loans in the Hartford MSA is good.

The overall borrower distribution of home purchase loans is excellent. The bank's borrower distribution of home purchase loans during 2009 through 2011 was excellent. The percentage of loans to low-income borrowers was near to the percentage of low-income families and was considered excellent. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share for loans to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share for loans to moderate-income borrowers exceeded its overall market share for home purchase loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home improvement loans is good. The bank's borrower distribution of home improvement loans during 2009 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share for loans to low-income borrowers was below its overall market share for home improvement loans. The bank's market share for loans to moderate-income borrowers substantially met its overall market share for home improvement loans and is good. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2009 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of low-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share for loans to moderate-income borrowers was near its overall market share for home refinance loans. The bank's performance in 2012 was weaker than performance in 2009 through 2011 and was adequate. The percentage of the bank's loans to low-income borrowers was well below the percentage of low-income families. The bank's percentage of loans to moderate-income borrowers exceeded the percentage of those families.

#### *New Haven MSA*

The overall borrower distribution of home mortgage loans in the New Haven MSA is good.

The overall borrower distribution of home purchase loans is good. The bank's borrower distribution of home purchase loans during 2009 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share for loans to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share for loans to moderate-income borrowers exceeded its overall market share for home purchase loans. The bank's performance in 2012 was not inconsistent with its performance in 2009 through 2011.

The overall borrower distribution of home improvement loans is adequate. The bank's borrower distribution of home improvement loans during 2009 through 2011 was adequate. The percentage of loans to low-income borrowers was well below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers was significantly below its overall market share for home improvement loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share for home improvement loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2009 through 2011 was good. The percentage of loans to low-income borrowers was well below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share for loans to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share for loans to moderate-income borrowers substantially met its overall market share for home refinance loans. The bank's performance in 2012 was weaker than the bank's performance in 2009 through 2011 and was adequate. The percentage of loans made to low-income borrowers was well below the percentage of those families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. This performance was not enhanced by market share data.

### ***Small Loans to Businesses***

Refer to Table 11 in the state of Connecticut section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses is adequate.

### ***Bridgeport MSA***

The overall borrower distribution of small loans to businesses is adequate. The bank's borrower distribution of small loans to businesses during 2009 through 2011 was good. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was near the percentage of small businesses. The bank's market share of small loans to small businesses exceeded its overall market share of loans to small businesses. The bank's performance in 2012 was weaker than its performance in 2009 through 2011 and was poor. The bank's borrower distribution of small loans to small businesses was well below the percentage of small businesses. This performance negatively impacted the overall small business conclusion.

### *Hartford MSA*

The overall borrower distribution of small loans to businesses is adequate. The bank's borrower distribution of small loans to businesses during 2009 through 2011 was adequate. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was well below the percentage of small businesses. The bank's market share of small loans to small businesses exceeded its overall market share of loans to small businesses. The bank's performance in 2012 was weaker than its performance in 2009 through 2011 and was poor. The bank's borrower distribution of small loans to businesses with gross annual revenue of \$1 million or less was well below the percentage of small businesses. This performance was not enhanced by market share data.

### *New Haven MSA*

The overall borrower distribution of small loans to businesses is adequate. The bank's borrower distribution of small loans to businesses during 2009 through 2011 was adequate. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was below the percentage of small businesses. The bank's market share of small loans to small businesses was near to its overall market share of loans to small businesses. People's performance in 2012 was weaker than its performance in 2009 through 2011 and was poor. The bank's borrower distribution of small loans to businesses with gross annual revenue of \$1 million or less was well below the percentage of small businesses.

## **Community Development Lending**

Refer to Table 1 Lending Volume in the state of Connecticut section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of community development lending had a neutral impact on its overall lending performance in the Bridgeport MSA, Hartford MSA, and New Haven MSA.

### *Bridgeport MSA*

People's level of CD lending had a neutral impact on the overall lending performance in the Bridgeport MSA. The bank originated 14 CD loans totaling \$7.6 million in the Bridgeport MSA. These loans represent 7.5 percent of the total number of CD loans the bank originated during the review period, and 3.5 percent of the dollar volume of CD loans. The loans are half of the number and 22.0 percent of the dollar volume of CD lending in the state of Connecticut. The dollar volume of CD lending equates to 0.1 percent of 2012 AA deposits and 1.0 percent of allocated Tier 1 Capital.

These loans primarily address affordable housing needs within the Bridgeport MSA. Seven of the loans represent the bank's participation in separate affordable housing development loans originated by a local Community Development Financial Institution (CDFI). Another loan is originated to pay off the construction loan on a deed restricted affordable housing development funded by the CDFI. Four additional loans were made for acquisition costs and construction of affordable housing developments that will add an aggregate of over 100 units of low-income and senior housing in the market. The remaining loans supported an organization that provides a range of services, including homeless support and shelters, transitional housing, clinical and vocational assistance. The involvement of several

different entities in these transactions, including the CDFI as well as a consortium of banks, made them complex. The loans were also responsive to housing and service needs within the AA.

### *Hartford MSA*

People's level of CD lending had a neutral impact on the overall lending performance in the Hartford MSA. The bank originated three CD loans totaling \$5.4 million in the Hartford MSA. These loans represent 1.6 percent of the total number of CD loans the bank originated during the review period, and 2.5 percent of the dollar volume of CD loans. The loans are 10.0 percent of the number and 15.6 percent of the dollar volume of CD lending in Connecticut. The dollar volume of CD lending equates to 0.2 percent of 2012 AA deposits and 2.0 percent of allocated Tier 1 Capital.

Two of the loans provided construction, permanent financing, and refinance funds on two affordable housing developments that will provide an additional 172 units of low-income housing in the community. The bank also acquired low-income housing tax credits associated with one of the projects. The third loan funded the acquisition and conversion of abandoned housing for low-income special needs housing, as part of a \$5.0 million commitment to that organization. The transactions were highly responsive to a broad range of needs within the AA.

### *New Haven MSA*

People's level of CD lending had a neutral impact on the overall lending performance in the New Haven MSA. The bank originated seven CD loans totaling \$5.0 million in the New Haven MSA. These loans represent 3.8 percent of the total number of CD loans the bank originated during the review period, and 2.3 percent of the dollar volume of CD loans. The loans are 23.3 percent of the number and 14.5 percent of the dollar volume of CD lending in Connecticut. The dollar volume of CD lending equates to 0.3 percent of 2012 AA deposits and 1.9 percent of allocated Tier 1 Capital.

Four loans involved development of low-income and senior affordable housing and promotion of homeownership opportunities in lower income areas, in conjunction with two CDFIs, local municipalities and bank consortia. Two loans involved the development of additional units in a residential and nursing care facility for low-income seniors, and incorporated bond funding transactions. One loan provided a line of working capital for social services agency that provides low- and moderate-income foster care and child placement services. Several of the transactions, involving multiple public and private sector partners, were highly responsive to community needs.

## **Product Innovation and Flexibility**

Bank-wide, People's offers a standard mix of loans including FHA, VA, and SBA loan programs. In addition, People's offers loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. A discussion of the loan product specifically offered in Connecticut is below. Please see the Other Performance Data – Lending Test section for more information on the bank wide loan programs. Overall, these programs had a neutral impact on the bank's lending performance.

**Connecticut Child Care Loan Program:** A special loan fund established by the State of Connecticut and administered by People's United Bank. The program helps to finance the construction, renovation, or expansion of daycare facilities. Loans finance small projects like the renovation of a family daycare or major construction of new facilities. Loans are partially guaranteed and an interest subsidy is

provided by Connecticut Health and Education Facilities Authority (CHEFA). People's made one loan totaling \$3.2 million during the evaluation period.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope review, the bank's performance under the Lending Test in the Norwich-New London, CT MSA AA is not inconsistent with the bank's overall "High Satisfactory" performance under the Lending Test in the state of Connecticut. Performance in the Connecticut Non-MSA AA is weaker than the bank's overall performance in the state due to weaker geographic and borrower income distribution performance. Refer to Table 1 through 12 in the state of Connecticut section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in Connecticut is rated "Low Satisfactory." Based on full-scope reviews, the bank's performance in the Bridgeport MSA, Hartford MSA, and New Haven MSA is adequate considering its investment authority limitations and "High Satisfactory" performance under the Lending Test. Significant consideration was given to People's overall good lending performance in the Bridgeport, Hartford, and New Haven AAs. The bank's lending demonstrated adequate responsiveness to community needs.

Refer to Table 14 in the state of Connecticut section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

#### *Bridgeport MSA*

During the evaluation period, the bank made few qualified investments. People's made four investments totaling \$7.80 million in the Bridgeport MSA. The bank also made 305 grants totaling approximately \$2.73 million. In addition, there is one prior period investments totaling \$250 thousand. These prior period investments continue to benefit the assessment area. Additionally, the bank had four unfunded commitments totaling \$6.8 million. The investments and grants made in the Bridgeport MSA primarily address specific community needs – affordable housing and economic development / job creation. The investments and grants are responsive to community needs.

#### *Hartford MSA*

During the evaluation period, People's made few qualified investments. The bank made two investments totaling \$3.4 million in the Hartford MSA. The bank also made 176 grants totaling \$1.11 million. The bank also had two unfunded commitments totaling \$621 thousand. As in the Bridgeport MSA, the bank's investments and grants made in the Hartford MSA primarily address specific community needs – affordable housing and economic development / job creation. The investments and grants are responsive to community needs.

### *New Haven MSA*

During the evaluation period, People's made few qualified investments. The bank's qualified investments in the MSA consisted of 178 grants totaling \$1.02 million. The grants made by the bank address community needs and demonstrate responsiveness to meeting identified needs.

In addition, we considered investments made in the larger statewide area that have the potential to benefit the AA. There is one prior period investment totaling \$250 thousand and five current period investments totaling nearly \$2 million.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Norwich-New London MSA and Connecticut Non-MSA AA is not inconsistent with the bank's overall "Low Satisfactory" performance in the state. Refer to the Table 14 in the state of Connecticut section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Bridgeport MSA is good, and the bank's performance in the Hartford MSA, and New Haven MSA is excellent. Performance in the limited-scope AA did not have an impact the bank's Service Test rating in the state of Connecticut.

### **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

### *Bridgeport MSA*

People's branch distribution in the Bridgeport MSA is good. The bank's branch distribution in 2009 through 2011 was good. Branches were accessible to essentially all portions of the AA and individuals of different income levels. The percentage of branches in low-income geographies was near to the percentage of population living in those geographies. The percentage of branches in moderate-income geographies was below the percentage of population living in the moderate-income geographies. The bank's branch distribution performance in 2012 was not inconsistent with its performance in 2009 through 2011.

Branch openings and closings have generally not affected the overall accessibility of the bank's delivery systems. There were three branch openings in middle-income CTs and one in an upper-income CT during the evaluation period. One branch was closed in a middle-income area during the evaluation period. The branch was closed when the grocery store it was located within was closed. People's hours and services offered throughout the Bridgeport MSA were adequate. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

#### *Hartford MSA*

People's branch distribution in the Hartford MSA is excellent. The bank's branch distribution in 2009 through 2011 was excellent. Branches were readily accessible to all portions of the AA and individuals of different income levels. The percentages of branches in low-and moderate-income geographies exceeded the percentages of population living in those geographies. The bank's branch distribution performance in 2012 was weaker than performance in 2009 through 2011, and is good. Branch distribution in moderate-income geographies exceeded the population living in those geographies; however, the branch distribution in low-income geographies was near to the population living in those geographies.

Branch openings and closings have not affected the overall accessibility of the bank's delivery systems. There were two branch openings in middle-income CTs and two in moderate-income CTs, and there is and one branch closing in a middle-income CT during the evaluation period. The branch was closed because of its close proximity to another People's branch. The bank's hours and services offered throughout the Hartford MSA were adequate. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

The bank complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

#### *New Haven MSA*

People's branch distribution in the New Haven MSA is excellent. The bank's branch distribution in 2009 through 2011 was excellent. Branches were readily accessible to all portions of the AA and individuals of different income levels. The percentages of branches in low-and moderate-income geographies exceeded the percentages of population living in those geographies. The bank's branch distribution performance in 2012 was weaker than its performance in 2009 through 2011 and was good. Branch distribution in both low- and moderate-income geographies was near to the percentages of populations living in those geographies.

Branch openings and closings improved the accessibility of the bank's delivery systems. There is one branch opening in a low-income CT and no branch closings during the evaluation period. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines;

bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

## **Community Development Services**

### *Bridgeport MSA*

People's employees in the Bridgeport MSA provided a good level of community development services. Bank employees participated in a variety of organizations and partnerships, many in leadership roles, that benefited low- and moderate-income individuals, promoted economic development, and provided affordable housing.

In the Bridgeport MSA, 36 People's employees provided their expertise to 50 different community development organizations. An example of People's community development services is their support of the Housing Develop Fund: an independent, nonprofit CDFI, which offers programs, services, and financial products that support affordable housing in Western Connecticut. A senior vice president of the bank serves on the board of directors of the organization. Bank officers are members of the board and the finance committee of Action for Bridgeport Community Development, an organization providing housing services, heating assistance, and daycare to low- and moderate-income individuals and families in Bridgeport. Another bank officer is a board member of Community Capital Fund, an organization facilitates the flow of capital and expertise into housing and economic developments benefiting low- and moderate-income people in the Greater Bridgeport Area.

### *Hartford MSA*

People's employees in the Hartford MSA provided a good level of community development services. Bank employees participated in a variety of organizations and partnerships, many in leadership roles, that benefited low- and moderate-income individuals, promoted economic development, and provided affordable housing.

In the Hartford MSA, nine People's employees provided their expertise to ten different community development organizations. One example of People's community development services is their support of the Community Renewal Team of Greater Hartford: a broad based anti-poverty organization that helps individuals, families, and communities. They offer a wide variety of programs to residents of Central Connecticut including help with basic needs, relief during a crisis, support to make long-term changes, childcare, housing, education, and medical treatment. A senior vice president of the bank serves as president of the board of directors, and as chair of the real estate committee of the organization. Another bank officer is a board member of the Mutual Housing Association of Greater Hartford, a non-profit affordable housing organization. Another example of the bank's CD services is an officer's service on the board of the Hartford Economic Development Corporation, an organization assisting small businesses in developing business plans, acquiring financing, and achieving sustained successful growth.

*New Haven MSA*

People's employees in the New Haven MSA provided a good level of community development services. Bank employees participated in a number of organizations and partnerships, many in leadership roles that benefited low- and moderate-income individuals and provided affordable housing.

In the New Haven MSA, eight People's employees provided their expertise to eight different community development organizations. One example of People's community development services is their support of Neighborhood Housing Services of New Haven, which serves low- and moderate-income households as well as low- and moderate-income neighborhoods. A vice president of the bank serves as president of the board of directors of the organization. A second officer serves on the board of the Neighborhood Housing Services of Waterbury. Another officer serves as the vice chair of the board of the Columbus House, an organization serving as a homeless shelter for low-income individuals. It also provides social services and promotes housing for those individuals.

**Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Norwich-New London, CT MSA is not inconsistent with the bank's overall performance of "High Satisfactory" under the Service Test in the state of Connecticut. Performance in the Connecticut Non-MSA AA is adequate and weaker than the bank's overall performance in the state. The weaker performance is due to weaker branch distribution. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## State Rating

### State of Maine

**CRA Rating for Maine: Satisfactory**  
**The Lending Test is rated: Outstanding**  
**The Investment Test is rated: Low Satisfactory**  
**The Service Test is rated: High Satisfactory**

The major factors that support this rating include:

- Adequate levels of lending activity;
- An overall good geographic distribution of loans, based upon good geographic distribution of small loans to businesses and good geographic distribution of home mortgage loans;
- An overall adequate borrower distribution of loans, based upon adequate distribution of loans to businesses of different income levels and adequate distribution of home mortgage loans to borrowers of different income levels;
- CD lending that had a significantly positive impact on the overall Lending Test performance rating;
- Adequate investment performance considering limitations on the bank's investment authority and overall excellent lending performance in the state;
- A branch distribution system that is accessible to essentially all portions of the AA;  
and
- Excellent CD service performance.

### Description of Institution's Operations in Maine

People's has four AAs within the state of Maine: the Portland-South Portland-Biddeford MSA (Portland MSA) consisting of Cumberland and York Counties, the Bangor MSA consisting of Penobscot County, the Lewiston-Auburn MSA consisting of portions of Androscoggin County, and the Non-MSA AA consisting of Somerset and Waldo Counties with tracts in the northeast part of Kennebec County and tracks in the northwest part of Hancock County. These AAs are contiguous with each other. In 2011, the bank closed a branch in Androscoggin County, which is part of the Lewiston-Auburn MSA. The Lewiston-Auburn AA is not considered in our assessment of the bank's performance in 2012. As of June 30, 2013, People's had 28 branches within the state, representing 6.7 percent of the bank's total branch network.

As of June 30, 2012, the bank ranked sixth in the Maine AAs with a 3.4 percent deposit market share and ninth statewide with a 2.4 percent deposit market share. People's deposits in the state of Maine totaled \$802.1 million. Deposit competitors include TD Bank USA, N.A., TD Bank N.A., KeyBank, N.A., Bank of America, N.A., and Bangor Savings Bank. Based on deposits, Maine is the sixth largest rating area and accounted for approximately 3.7 percent of total bank deposits.

Refer to the market profiles for the state of Maine in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in Maine**

For the state of Maine, we performed a full-scope review of the Portland-South Portland-Biddeford MSA, which is chosen as a full-scope area because it contained 66.3 percent of rating area deposits and 60.7 percent of rating area branches.

During the evaluation period, the bank did not originate or purchase a sufficient number of small farm loans in any of the Maine AAs to perform an analysis. The bank originated or purchased a sufficient number of multifamily loans in the Portland AA only to perform an analysis.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the state of Maine is rated "Outstanding." Based on a full-scope review, the bank's performance in the Portland AA is excellent.

### **Lending Activity**

Refer to Table 1 - Lending Volume and Other Products in the state of Maine section of Appendix D for the facts and data used to evaluate the bank's lending activity.

People's lending activity in the Portland AA is adequate.

As of June 30, 2012, People's had a deposit market share of 2.6 percent and ranked eighth among 18 depository institutions. For small loans to businesses, People's ranked 11<sup>th</sup> among 65 lenders with a 3.6 percent market share. The top five banks represent 28.5 percent of the combined market share. This shows a somewhat competitive lending environment in the Portland AA. For home refinance lending, People's ranked 39<sup>th</sup> amongst 281 lenders with a 0.6 percent market share. The bank ranked 30<sup>th</sup> in home purchase lending with a 0.8 percent market share and 20<sup>th</sup> in home improvement lending with a 1.8 percent market share. There were 207 and 75 lenders, respectively that made home purchase and home improvement loans in the AA.

### **Distribution of Loans by Income Level of Geography**

Overall, the geographic distribution of the bank's lending is good. Performance in the Portland AA is good. We gave greater weight to the bank's performance in 2009 through 2011 because it represented the longer time period than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4 and 5 in the state of Maine section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home mortgage loans is good.

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2009 through 2011 was excellent. The percentage of loans in both low- and moderate-income geographies exceeded the percentages of owner-occupied units in these geographies. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was weaker than performance noted in 2009 through 2011 and was adequate. The percentage of loans in low-income geographies was well below the percentage of owner-occupied units in low-income geographies. The bank's percentage of home purchase loans in moderate-income geographies was below the percentage of owner-occupied units in those areas. This performance negatively impacted the overall home purchase conclusion.

The overall geographic distribution of home improvement loans is good. The bank's geographic distribution of home improvement loans during 2009 through 2011 was good. The percentage of home improvement loans in low- and moderate-income geographies exceeded the percentages of owner-occupied units in these geographies. The bank's market shares in both low- and moderate-income geographies were significantly below its overall market share for home improvement loans. The bank's performance in 2012 was weaker than performance noted in 2009 through 2011, because the percentage of home improvement loans in moderate-income geographies was substantially below the percentage of owner-occupied units in those geographies.

The overall geographic distribution of home refinance loans is adequate. The bank's distribution of home refinance loans during 2009 through 2011 was adequate. The percentage of the bank's home refinance lending in low-income geographies was well below the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was stronger than performance noted in 2009 through 2011 and was good. The percentage of loans in low-income geographies exceeded the percentage of owner-occupied units in low-income geographies. The bank's percentage of home purchase loans in moderate-income geographies was well below the percentage of owner-occupied units in those areas.

The geographic distribution of the bank's multifamily loans is good. The bank's distribution of multifamily loans during 2009 through 2011 was good. The percentage of the bank's multifamily lending in low-income geographies exceeded the percentage of multifamily units in these geographies. The percentage of loans in moderate-income geographies was near to the percentage of multifamily units in these geographies. The bank's market share in low-income geographies exceeded its overall market share. The market share for lending in moderate-income geographies was below the bank's overall market share. The bank's performance in 2012 was not analyzed because the volume of multifamily lending was below the threshold for an analysis to be meaningful.

### ***Small Loans to Businesses***

Refer to Table 6 in the state of Maine section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The bank's geographic distribution of small loans to businesses during 2009 through 2011 was excellent. The percentage of loans in both low- and moderate-income geographies exceeded the percentage of businesses in these

areas. The bank's market shares in both low- and moderate-income geographies exceeded the bank's overall market share. The bank's performance in 2012 was weaker than performance in 2009 through 2011 and was good. The percentage of loans in low-income geographies exceeded the percentage of businesses in low-income geographies. The bank's percentage of small loans to businesses in moderate-income geographies was below the percentage of businesses in those areas.

### **Lending Gap Analysis**

We reviewed summary reports and maps and analyzed People's home mortgage and small business lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower distribution of the bank's lending is adequate. Performance in the Portland MSA is adequate. We placed greater weight to the bank's performance during the longer time period of 2009 through 2011 than to its performance in 2012.

#### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of Maine section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage lending is adequate.

The overall borrower distribution of home purchase loans is good. The distribution of home purchase loans during 2009 through 2011 was good. The percentage of loans to low-income borrowers was near to the percentage of such families. The percentage of home purchase loans to moderate-income borrowers was below the percentage of those families. Analysis of market shares for home purchase lending to both low-income and moderate-income borrowers is not meaningful, as the overall market share was less than one percent. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home improvement loans is adequate. The distribution of the bank's home improvement loans during 2009 through 2011 was good. The percentage of loans for low-income borrowers was below the percentage of such families. The percentage of bank home improvement loans to moderate-income borrowers exceeded the percentage of those families. The bank's market share for low-income borrowers was significantly below its overall market share. The bank's market share for moderate-income borrowers substantially met its overall market share. The bank's performance in 2012 was weaker than performance noted in 2009 through 2011 and was very poor. The percentage of home improvement loans to low- and moderate-income borrowers was significantly below the percentage of those borrowers. This performance negatively impacted the overall home improvement conclusion.

The overall borrower distribution of home refinance loans is adequate. The distribution of home refinance loans during 2009 through 2011 was adequate. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans to moderate-income borrowers was below the percentage of moderate-income families. The bank's overall market share was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

### ***Small Loans to Businesses***

Refer to Table 11 in the state of Maine section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses is adequate. The distribution of the bank's small loans to businesses during 2009 through 2011 was adequate. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was well below the percentage of small businesses. The bank's market share of small loans to small businesses substantially met its overall market share. The bank's performance in 2012 was weaker than the performance noted in 2009 through 2011 and was poor. The percentage of small loans to small businesses was well below the percentage of small businesses. This performance was not enhanced by market share data.

### **Community Development Lending**

Refer to Table 1 Lending Volume in the state of Maine section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of community development lending had a significantly positive impact on its overall lending performance in the state of Maine.

The bank originated 11 CD loans totaling \$17.7 million in the Portland MSA. These loans represent 5.9 percent of the total number of CD loans the bank originated during the review period, and 8.2 percent of the dollar volume of CD loans. The loans are 39.2 percent of the number and 43.5 percent of the dollar volume of CD lending in the state of Maine. The dollar volume of CD lending equates to 3.3 percent of 2012 AA deposits and 25.6 percent of allocated Tier 1 Capital.

These loans include support for affordable, supportive and transitional housing, economic development zone projects, a CDFI, and community services. Six affordable housing loans supported 110 units of low-income, section 8, senior, disabled permanent and transitional housing. Four loans were made to entities that serve low-income residents with developmental and physical disabilities or substance abuse issues, providing residential and, independent living support; health care, rehabilitation and treatment; personal/social development, training and vocational assistance. Two loans supported major redevelopment projects in an urban recovery zone and a moderate income census tract. The affordable housing and redevelopment loans were very responsive to community credit needs.

The bank originated an additional eight loans that totaled \$3.6 million to organizations that serve areas across Maine, including the Portland MSA. Those loans represent an additional 4.3 percent of the total number of CD loans originated, and 1.7 percent of the dollar volume of those loans. The loans supported organizations that provide employment, residential, educational and support services and were particularly responsive to the needs of low-income individuals with developmental and physical disabilities across the state. Because of the broader geographic impact of those loans, we also considered these loans in the state rating of the bank's performance.

## **Product Innovation and Flexibility**

Bank-wide, People's offers a standard mix of loans including FHA, VA, and SBA loan programs. In addition, People's offers loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. A discussion of the loan product specifically offered in Maine is below. Please see the Other Performance Data – Lending Test section for more information on the bank wide loan programs. Overall, these programs had a neutral impact on the bank's lending performance.

**Maine State Housing Authority:** MSHA is an independent state agency that bridges public and private housing finance, combining them to benefit Maine's low and moderate-income people. Maine State Housing Authority brings millions of new private and federal housing funds to Maine annually to create safe and affordable housing. During the evaluation period, People's originated \$3.7 million in these loans.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Bangor, ME MSA, Maine Non-MSA AA, and Lewiston-Auburn, ME MSA is weaker than the bank's overall "Outstanding" performance under the Lending Test in the state of Maine. The bank's performance in the Bangor AA is weaker because of weaker geographic distribution of its lending. Performance in the Maine Non-MSA AA and the Lewiston-Auburn AA is weaker because of weaker CD lending. Refer to Table 1 through 12 in the state of Maine section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of Maine is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Portland MSA is adequate considering investment authority limitations and "Outstanding" performance under the Lending Test. Significant consideration was given to People's overall excellent lending performance in the Portland AA. The bank's lending demonstrated adequate responsiveness to community needs.

Refer to Table 14 in the state of Maine section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, People's made few qualified investments. The bank's investment activity is limited to 80 grants totaling \$237 thousand. Additionally, there are two prior period investments totaling \$566 thousand that remain outstanding. These prior period investments continue to benefit the assessment area. Grants were responsive to community needs by providing support to organizations providing community services, economic development, education, and affordable housing for low- and moderate-income individuals. The Portland MSA had a reasonable number of investment opportunities based on discussions with bank management and community contacts.

In addition to the investments made in the Portland MSA, the bank also made investments in the larger statewide area that had the potential to benefit the AA. There were eight current period investments

totaling \$2.4 million, and one prior period investment totaling \$23 thousand, which had the potential to benefit the full-scope AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Bangor MSA, Maine Non-MSA, and Lewiston-Auburn MSA is not inconsistent with the bank's overall "Low Satisfactory" performance in the state. Refer to the Table 14 in the state of Maine section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Portland MSA is good. Performance in the limited-scope AAs did not impact the bank's Service Test rating in the state of Maine.

### **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

People's branch distribution in the Portland MSA is good. The bank's branch distribution in 2009 through 2011 was good. Branches are accessible to individuals of different income levels. The bank does not have any branches in low-income geographies; however, a very low percentage of the population (1.4 percent) lives in those geographies. The percentage of branches in moderate-income geographies exceeded the percentage of population living in those geographies. The bank's branch distribution performance in 2012 was stronger than its performance in 2009 through 2011, and was excellent.

Branch openings and closings have generally not adversely affected the overall accessibility of the bank's delivery systems. There is one branch closing in a middle-income tract during the evaluation period. The branch was closed due to economics, based primarily on low deposit volume. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

### **Community Development Services**

People's employees in the Portland MSA provided an excellent level of community development services. Bank officers and employees assumed leadership roles in a large number of organizations

providing community services that positively impacted the Portland area. These organizations provided services that benefited low- and moderate-income individuals, promoted economic development, and provided affordable housing.

In the Portland MSA, 23 People's employees provided their expertise to 25 different community development organizations. An example of People's community development services is their support of Sweetser: a social services agency that provides medical services in a number of communities in Maine. They also provide assistance with finding affordable housing in the form of subsidized housing and the organization owns a HUD funded housing facility. A senior vice president of the bank serves as treasurer on the board of directors. A second bank officer serves as the treasurer and board member for Fair Tide, an organization providing affordable housing for low- and moderate-income individuals. One of the bank's officers is a board member of the Genesis Community Loan Fund. The Genesis Fund is a CDFI providing loans that have created or improved affordable housing for Maine's most vulnerable populations: single mothers and their children, low-income working families, the elderly and disabled, the chronically mentally ill and the homeless. The Genesis Fund also provides substantial technical assistance at low or no cost to nonprofit organizations across the state by helping them access state, federal, and private funding to support their work. Another officer is the co-chairperson of Mobilize Maine, an organization working to create 15 thousand new jobs at livable wages through development of a statewide economic development strategy and creation of strong bonds between the private and public sector.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Bangor MSA, and the Maine Non-MSA is not inconsistent with the bank's overall "High Satisfactory" performance under the Service Test in the state of Maine. The bank's performance in the Lewiston - Auburn MSA is weaker than the bank's overall performance in the state of Maine. As of the end of this evaluation period, the bank no longer operates in the Auburn Lewiston ME MSA. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## State Rating

### State of Massachusetts

**CRA Rating for Massachusetts <sup>2</sup>: Satisfactory**

**The Lending Test is rated: Outstanding**

**The Investment Test is rated: Low Satisfactory**

**The Service Test is rated: Outstanding**

The major factors that support this rating include:

- An overall adequate levels of lending activity;
- An overall adequate geographic distribution of loans, based upon excellent geographic distribution of small loans to businesses and poor geographic distribution of home mortgage loans;
- An overall good borrower distribution of loans, based upon good distribution of home mortgage loans and adequate distribution of small loans to businesses;
- CD lending that had a significantly positive impact on the overall Lending Test performance rating;
- Adequate investment performance considering limitations on the bank's investment authority and overall excellent lending performance in the state;
- A branch distribution system that is readily accessible to individuals living in all income geographies in the AA; and
- Excellent CD service performance.

### Description of Institution's Operations in Massachusetts

People's has two AAs within the state of Massachusetts: the Springfield MSA consisting of Hampden, Hampshire and Franklin Counties, and the Worcester MSA consisting of Worcester County. People's had 18 branches within the state, representing 4.3 percent of the bank's total branch network.

As of June 30, 2012, the bank ranked ninth in deposits in the Massachusetts AAs with a 3.6 percent market share. People's deposits in state of Massachusetts totaled \$915.3 million. Deposit competitors include Bank of America, N.A., TD Bank, N.A., Santander Bank, N.A., and United Bank. Based on deposits, Massachusetts is the fifth largest rating area and accounted for approximately 4.3 percent of total bank deposits.

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<sup>2</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the market profiles for the state of Massachusetts in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in Massachusetts**

For the state of Massachusetts, we performed a full-scope review of the Springfield MSA, which is chosen as a full-scope area because it contained 61.0 percent of rating area deposits and 61.1 percent of rating area branches.

During the evaluation period, the bank did not originate or purchase a sufficient number of multifamily or small farm loans in any of the Massachusetts AAs to perform an analysis.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the state of Massachusetts is rated "High Satisfactory." Based on full-scope review, the bank's performance in the Springfield AA is good.

### **Lending Activity**

Refer to Tables 1 Lending Volume, in the state of Massachusetts section of appendix D for the facts and data used to evaluate the bank's lending activity.

People's lending activity in the Springfield AA is adequate.

As of June 30, 2012, People's had a deposit market share of 10.2 percent and ranked third among 24 depository institutions. For small loans to businesses, People's ranked 10<sup>th</sup> among 57 lenders with a 2.7 percent market share. The top five banks dominated the market with a combined market share of 59.2 percent. This shows the competitive lending environment in the Springfield AA. For home refinance lending, People's ranked 40<sup>th</sup> amongst 259 lenders with a 0.7 percent market share. The bank ranked 24<sup>th</sup> in home purchase lending with a 1.4 percent market share and 23<sup>rd</sup> in home improvement lending with a 0.9 percent market share. There were 196 and 81 lenders that made home purchase and home improvement loans, respectively.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of the bank's lending is adequate. Performance in the Springfield AA is adequate. We placed greater weight to the bank's performance in the longer time period of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4 and 5 in the state of Massachusetts section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home mortgage loans is poor.

The overall geographic distribution of home purchase loans is adequate. The bank's geographic distribution of home purchase loans during 2009 through 2011 was adequate. The percentage of loans in the low-income geographies exceeded the percentage of owner-occupied units in these geographies. The percentage of home purchase loans in moderate-income geographies was below the percentage of owner-occupied units in these geographies. The bank's market shares in low- and moderate-income census tracts were significantly below its overall market share for home purchase loans. The bank's performance in 2012 was not inconsistent with performance noted 2009 through 2011.

The overall geographic distribution of home improvement loans is very poor. The distribution of the bank's home improvement loans during 2009 through 2011 was very poor. The percentage of loans in both the low- and moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The bank's overall market share was below one percent; therefore, an analysis was not meaningful. The bank's volume of home improvement lending during 2012 was below the threshold for analysis to be meaningful.

The overall geographic distribution of home refinance loans is very poor. The bank's distribution of home refinance loans between 2009 and 2011 was very poor. The percentage of loans in both the low- and moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The bank's overall market share was below one percent; therefore, an analysis was not meaningful. The bank's home refinance lending performance in 2012 was stronger than its performance in the 2009 through 2011 time period and was poor. The percentage of home refinance loans in low-income geographies was significantly below the percentage of owner-occupied units in those areas. The percentage of the bank's loans in moderate-income geographies was below the percentage of owner-occupied units in the moderate-income geographies.

### ***Small Loans to Businesses***

Refer to Table 6 in the state of Massachusetts section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution of the bank's small loans to businesses during 2009 through 2011 was excellent. The percentage of loans in low-income geographies exceeded the percentage of small businesses in these geographies. The percentage of loans in moderate-income geographies was below the percentage of small businesses in moderate-income communities. The bank's market shares in both low- and moderate-income census tracts exceeded its overall market share for loans to small businesses. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

### ***Lending Gap Analysis***

We reviewed summary reports to analyze People's home mortgage and small business lending activity over the evaluation period to identify gaps in the geographic distribution of loans. We did not identify any unexplained gaps.

## **Distribution of Loans by Income Level of the Borrower**

The overall borrower distribution of the bank's lending is good. Performance in Springfield AA is good. We placed greater weight on the bank's performance during the longer time period of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of Massachusetts section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage lending is good.

The overall borrower distribution of home purchase loans is good. The bank's distribution of home purchase loans during 2009 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of such families. The percentage of the bank's home purchase loans to moderate-income borrowers exceeded the percentage of those families. The bank's market share to low-income borrowers exceeded its overall market share for home mortgage loans. The bank's market share to moderate-income borrowers was well below its overall market share for home mortgage loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home improvement loans is good. The distribution of home improvement lending during 2009 through 2011 was good. The percentage of loans to low-income borrowers was well below the percentage of such families. The percentage of loans to moderate-income borrowers exceeded the percentage of such families. The bank's overall market share of home improvement lending was below one percent; therefore, an analysis was not meaningful. The volume of the bank's home improvement lending in 2012 was below the threshold for analysis to be meaningful.

The overall borrower distribution of home refinance loans is adequate. The distribution of the bank's home refinance lending during 2009 through 2011 was adequate. The percentage of loans to low-income borrowers was significantly below the percentage of such families. The percentage of loans to moderate-income borrowers was near the percentage of such families. The bank's overall market share for mortgage refinance lending was below one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was stronger than its performance in the 2009 through 2011 time period and was good. The percentage of mortgage refinance lending to low-income borrowers was well below the percentage of such families. The percentage of lending to moderate-income borrowers exceeded the percentage of such families.

### ***Small Loans to Businesses***

Refer to Table 11 in the state of Massachusetts section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses is adequate. The distribution of the bank's small loans to businesses during 2009 through 2011 was adequate. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was well below the percentage of small businesses. The bank's market share of small loans to small businesses exceeded its overall market share for loans to small businesses. The bank's performance in 2012 was weaker than performance during the 2009 through 2011 time period and was poor. The percentage of small loans to

small businesses (businesses with gross annual revenue of \$1 million or less) was well below the percentage of small businesses. This performance was not enhanced by market share data.

### **Community Development Lending**

Refer to Table 1 Lending Volume in the state of Massachusetts section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of CD lending is excellent and has a significantly positive impact on the overall lending performance in the Springfield MSA.

The bank originated 15 CD loans totaling \$9.9 million in the Springfield MSA. These loans represent 8.1 percent of the total number of CD loans the bank originated during the review period, and 4.5 percent of the dollar volume of CD loans. The loans are 60.0 percent of the number and 54.4 percent of the dollar volume of CD lending in the Commonwealth. The dollar volume of CD lending equates to 0.7 percent of 2012 AA deposits and 13.6 percent of allocated Tier 1 Capital.

Four of the loans targeted affordable housing development, providing 23 units of low-income housing and rehabilitation of highly distressed areas in conjunction with economic development activities. The remaining loans supported a number of organizations that provide health care services in low- and moderate-income communities and their residents, transitional and long-term supportive housing, rehabilitation, and counseling services within the low- and moderate-income community. Most of the organizations derive the substantial portion of their funding from government programs that specifically target low-income and distressed populations. These transactions were responsive to a broad range of needs within the AA.

The bank originated an additional two loans that totaled \$4.9 million to organizations that serve the Massachusetts statewide area, including the bank's AAs. Those loans represent an additional 2.2 percent of the total number of CD loans originated, and 2.3 percent of the dollar volume of those loans. The loans helped provide independent living facilities and ancillary services to developmentally disabled low- and moderate-income individuals and their families. Because of the broader geographic impact of those loans, they were considered in the state rating of the bank's performance rather than attributed to individual areas.

### **Product Innovation and Flexibility**

Bank-wide, People's offers a standard mix of loans including FHA, VA, and SBA loan programs. In addition, People's offers loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. A discussion of the loan product specifically offered in Massachusetts is below. Please see the Other Performance Data – Lending Test section for more information on the bank wide loan programs. Overall, these programs had a neutral impact on the bank's lending performance.

**Massachusetts Capital Access Program:** The program is a state-sponsored economic stimulus initiated to increase the availability of credit to Massachusetts businesses. The program, as designated by the Commonwealth, is administered by the Massachusetts Business Development Corporation. There are several types of financing such as lines of credit and term loans. People's originated over \$1 million in these loans during the evaluation period.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope review, the bank's performance under the Lending Test in the Worcester MSA is not inconsistent with the bank's overall "High Satisfactory" performance under the Lending Test in the state of Massachusetts. Refer to Table 1 through 12 in the state of Massachusetts section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in Massachusetts is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Springfield MSA is adequate considering the bank's investment authority limitations and "Outstanding" performance under the Lending Test. Significant consideration was given to the bank's overall excellent lending performance in the Worcester AA. The bank's lending demonstrated adequate responsiveness to community needs.

Refer to Table 14 in the state of Massachusetts section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, People's made few qualified investments. The bank's investments in the Springfield MSA consisted of 163 grants totaling \$491 thousand. Grants were responsive to community needs by supporting organizations providing community services, economic development and education for low- and moderate-income individuals. The Springfield MSA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Springfield MSA is competitive with other large banks competing for qualified investments in this market.

In addition, investments were made in the larger statewide area that have the potential to benefit the AA. There were three current period investments totaling over \$4 million and three prior period investments totaling \$588 thousand, which had the potential to benefit the full-scope AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Worcester MSA is not inconsistent with the bank's overall "Low Satisfactory" performance in the state. Refer to the Table 14 in the state of Massachusetts section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "Outstanding." Based on a full-scope review, the bank's performance in the Springfield MSA is excellent. Performance in the limited-scope AA did not have an impact the bank's Service Test rating in the state of Massachusetts.

#### **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

People's branch distribution in the Springfield MSA is excellent. The bank's branch distribution in 2009 through 2011 was excellent. Branches were readily accessible to individuals of different income levels. The percentage of branches in low-income geographies exceeded the percentage of population living in those geographies. The bank's percentage of branches in moderate-income geographies was near to the percentage of the population living in those geographies. The bank's branch distribution performance in 2012 was not inconsistent with its performance in 2009 through 2011.

There were no branch openings or closings during the evaluation period. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

#### **Community Development Services**

People's employees in the Springfield MSA provided an excellent level of community development services. Bank officers and employees have leadership roles in a large number of organizations and partnerships benefiting low- and moderate-income individuals, promoting economic development, and providing affordable housing.

In the Springfield MSA, 20 People's employees provided their expertise to 19 different community development organizations. One bank officer is a board member of three organizations serving low- and moderate-income individuals and families. Behavioral Health Network is a nonprofit community behavioral health agency that provides services to children and families in Western Massachusetts. Edview Corporation provides housing for persons with physical, mental or emotional disabilities. The Hale Meekins Residences is a nonprofit organization that owns and operates housing to provide elderly and handicapped persons with housing facilities and services specifically designed to meet their physical, social and psychological needs. Two officers are board members of the Mason-Wright Foundation, an organization providing affordable housing and services to seniors. Another example of People's community development services is their support of the YMCA of Greenfield, which provides

community services focused on fitness and child-care. The facility is located in a moderate-income CT in Greenfield, MA. A vice president of the bank serves on the board of directors of this organization.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Worcester MSA is not inconsistent with the bank's overall "Outstanding" performance under the Service Test in the state of Massachusetts. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## State Rating

### State of New Hampshire

**CRA Rating for New Hampshire <sup>3</sup>: Satisfactory**

**The Lending Test is rated: High Satisfactory**

**The Investment Test is rated: Low Satisfactory**

**The Service Test is rated: High Satisfactory**

The major factors that support this rating include:

- Adequate levels of lending activity;
- An overall adequate geographic distribution of loans, based upon an excellent distribution of small loans to businesses and a poor distribution of home mortgage loans;
- An overall good borrower distribution of loans, based upon excellent distribution of home mortgage loans and adequate distribution of small loans to businesses;
- CD lending performance that has a neutral impact on our assessment of the bank's performance under the Lending Test;
- Adequate investment performance considering limitations on the bank's investment authority and overall good lending performance in the state;
- A branch distribution system that is accessible to individuals essentially all portions of the AA and individuals of all income levels; and
- Good CD service performance.

### Description of Institution's Operations in New Hampshire

People's has two AAs within the state of New Hampshire: the Manchester-Nashua MSA (Manchester MSA) consisting of Hillsborough County, and the New Hampshire Non-MSA AA consisting of the five contiguous counties: Cheshire, Sullivan, Merrimack, Belknap and Carroll Counties, respectively. Operations of the bank in the Boston MMSA are not included in the state rating analysis of New Hampshire. People's has 29 branches within the state, representing 6.9 percent of the bank's total branch network.

As of June 30, 2012, the bank ranked fifth in deposits in the New Hampshire AAs with a 3.8 percent market share. People's deposits in the state of New Hampshire totaled \$713.4 million. Deposit

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<sup>3</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

competitors include RBS Citizens, N.A., Bank of America, N.A., TD Bank, N.A., and the Bank of New Hampshire. Based on deposits, New Hampshire is the smallest rating area and accounted for approximately 3.3 percent of total bank deposits.

Refer to the market profiles for the state of New Hampshire in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in New Hampshire**

For the state of New Hampshire, we performed a full-scope review of the Manchester-Nashua MSA, which is chosen as a full-scope area because it contained 47.5 percent of rating area deposits and 31.0 percent of rating area branches in an MSA.

During the evaluation period, the bank did not originate or purchase a sufficient number of small farm loans in any of the New Hampshire AAs to perform an analysis.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the state of New Hampshire is rated "High Satisfactory." Based on full-scope review, the bank's performance in the Manchester MSA is good.

### **Lending Activity**

Refer to Tables 1 Lending Volume, in the state of New Hampshire section of appendix D for the facts and data used to evaluate the bank's lending activity.

People's lending activity in the Manchester MSA is adequate.

As of June 30, 2012, People's had a deposit market share of 3.1 percent and ranked sixth among 17 depository institutions. For home refinance lending, People's ranked 39<sup>th</sup> amongst 255 lenders with a 0.5 percent market share. For home purchase lending there are 174 lenders in the AA reflecting strong competition. People's ranked 29<sup>th</sup> in home purchase lending with a 0.6 percent market share, and 14<sup>th</sup> in home improvement lending with 1.8 percent market share. Sixty-two lenders made home improvement loans in the AA. For small loans to businesses, People's ranked eighth among 55 lenders with a 3.4 percent market share. The top five banks dominated the market with a combined market share of 63.8 percent. Individual market shares of these banks ranged from 7.5 to 27.7 percent.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of the bank's lending is adequate. Performance in the Manchester MSA is adequate. We placed greater weight on the bank's performance during the longer time period of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4 and 5 in the state of New Hampshire section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The overall geographic distribution of home mortgage loans is poor.

The overall geographic distribution of home purchase loans is good. The bank's distribution of home purchase lending between 2009 and 2011 was good. The bank's percentage of home purchase loans in the low-income geographies exceeded the percentage of owner-occupied units in these geographies. The percentage of loans in the moderate-income geographies was below the percentage of owner-occupied units in these geographies. The overall market share for home purchase lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall geographic distribution of home improvement loans is adequate. The distribution of the bank's home improvement lending between 2009 and 2011 was adequate. The percentage of home improvement loans made by the bank in low-income geographies was well below the percentage of owner-occupied units in those geographies. The percentage of loans in the moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's market shares in low- and moderate-income census tracts were significantly below its overall market share for home improvement loans. The bank's volume of home improvement lending in 2012 was below the threshold required to perform meaningful analysis.

The overall geographic distribution of home refinance loans is very poor. The distribution of home refinance lending between 2009 and 2011 was very poor. The percentage of mortgage refinance loans made in low-income geographies was well below the percentage of owner-occupied units in those geographies. The percentage of loans in the moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The bank's overall market share for refinance loans was below one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was stronger than performance in the 2009 through 2011 time period and was poor. The percentage of home refinance loans made in low-income geographies in 2012 was below the percentage of owner-occupied units in those geographies. The percentage of loans made in moderate-income geographies was significantly below the percentage of owner-occupied units.

The overall geographic distribution of multifamily loans is excellent. The distribution of multifamily lending during the period of 2009 through 2011 was excellent. The bank's percentages of multifamily loans in the low- and moderate-income geographies exceeded the percentages of multifamily units in these geographies. The bank's market share for lending in low-income geographies exceeded its overall market share. The market share for lending in moderate-income geographies substantially met its overall market share. The bank's volume of multifamily lending in 2012 was below the threshold required to perform meaningful analysis.

### ***Small Loans to Businesses***

Refer to Table 6 in the state of New Hampshire section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The geographic distribution of small loans to businesses during 2009 through 2011 was excellent. The percentages of loans made in both low- and moderate-income geographies exceeded the percentages of businesses in those areas, reflecting excellent performance. The bank's market shares in both low- and moderate-income geographies exceeded its overall market share for loans to small businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2009 through 2011.

### ***Lending Gap Analysis***

We reviewed summary reports to analyze People's home mortgage and small business lending activity over the evaluation period to identify gaps in the geographic distribution of loans. We did not identify any unexplained gaps.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower distribution of the bank's lending is good. Performance in the Manchester MSA is good. We placed greater weight on the bank's performance during the longer time period of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of New Hampshire section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage lending is excellent.

The overall borrower distribution of home purchase loans is excellent. The distribution of the bank's home mortgage lending between 2009 and 2011 was excellent. The percentages of loans to low- and moderate-income borrowers exceeded the percentages of low- and moderate-income families. The overall market share for home purchase lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was excellent and not inconsistent with the performance noted in 2009 through 2011. The percentages of loans to low- and moderate-income borrowers exceeded the percentages of low- and moderate-income families.

The overall borrower distribution of home improvement loans is good. The distribution of the bank's home improvement lending during the period of 2009 through 2011 was good. The percentage of loans to low-income borrowers was somewhat near to the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share of loans to moderate-income borrowers was well below its overall market share for home improvement loans. The bank's volume of home improvement lending in 2012 was below the threshold required for meaningful analysis.

The overall borrower distribution of home refinance loans is excellent. The bank's distribution of home refinance lending between 2009 and 2011 was excellent. The percentage of loans to low-income borrowers exceeded the percentage of low-income families. The percentage of loans to moderate-income borrowers was near the percentage of moderate-income families. The bank's overall market share for home refinance loans was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

### ***Small Loans to Businesses***

Refer to Table 11 in the state of New Hampshire section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses in the Manchester MSA is adequate. The bank's distribution of small loans to businesses during 2009 through 2011 was good. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was below the percentage of small businesses. The bank's market share of small loans to small businesses exceeded its overall market share of loans to small businesses. The bank's performance in 2012 was weaker than performance noted in the 2009 through 2011 time period and was very poor. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was significantly below the percentage of small businesses. This performance negatively impacted the overall small business conclusion.

### **Community Development Lending**

Refer to Table 1 Lending Volume in the state of New Hampshire section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of community development lending is adequate and has a neutral impact on its overall lending performance in the Manchester MSA.

People's originated two CD loans totaling \$300 thousand in the Manchester MSA. These loans represent 1.1 percent of the total number of CD loans the bank originated during the review period, and 0.1 percent of the dollar volume of CD loans. The loans are 11.1 percent of the number and 3.0 percent of the dollar volume of CD lending in the state of New Hampshire. The dollar volume of CD lending equates to less than 1.0 percent of both 2012 AA deposits and allocated Tier 1 Capital.

The loans were originated to a nonprofit entity that operates in moderate-income geography within Manchester and provides a range of support services and emergency shelter for victims of domestic violence. The entity serves primarily low- and moderate-income constituents across the city, where 57.0 percent of census tracts and 51.0 percent of families are low- and moderate-income.

The bank originated an additional loan for \$25 thousand to an organization that serves the state of New Hampshire representing an additional 0.5 percent of the total number of CD loans originated, and 0.01 percent of the dollar volume of those loans. Because of the broader geographic impact of the loan, it is considered in the state rating of the bank's performance, rather than attributed to an individual area.

### **Product Innovation and Flexibility**

Bank-wide, People's offers a standard mix of loans including FHA, VA, and SBA loan programs. In addition, People's offers loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. A discussion of the loan product specifically offered in New Hampshire is below. Please see the Other Performance Data – Lending Test section for more information on the bank wide loan programs. Overall, these programs had a neutral impact on the bank's lending performance.

**New Hampshire Housing Finance Authority:** The purpose of the program is assist low- and moderate-income individuals who seek to purchase their first home. During the evaluation period, People's originated 24 mortgage loans totaling \$3.4 million in the state.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope review, the bank's performance under the Lending Test in the state of New Hampshire is stronger than the bank's overall "High Satisfactory" performance under the Lending Test in New Hampshire. The stronger performance is based upon the significantly positive impact from CD lending within the limited scope AA. Refer to Table 1 through 12 in the state of New Hampshire section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in New Hampshire is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Manchester MSA is adequate considering its investment authority limitations and "High Satisfactory" performance under the Lending Test. Significant consideration in our assessment of the bank's responsiveness to community needs was given to its overall good lending performance in the Manchester AA. The bank's lending demonstrated adequate responsiveness to community needs.

Refer to Table 14 in the state of New Hampshire section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, People's made few qualified investments. The bank's investments during made during the evaluation period consisted of 110 grants totaling \$179 thousand. In addition, there is one prior period investments totaling \$88 thousand. This prior period investment continues to benefit the assessment area. The grants made by the bank are responsive to identified needs within the community by supporting organizations providing community services and education for low- and moderate-income individuals. The Manchester MSA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Manchester MSA is competitive with other large banks competing for qualified investments in this market.

In addition, investments were made in the larger statewide area that has the potential to benefit the AA. There were two current period investments totaling \$317 thousand, and three prior period investment totaling \$909 thousand, which had the potential to benefit the full-scope AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the New Hampshire Non-MSA AA is not inconsistent with the bank's overall "Low Satisfactory" performance in the state. Refer to the Table 14 in the state of New Hampshire section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Manchester MSA is good. Performance in the limited-scope AA did not have an impact on the bank's Service Test rating in the state of New Hampshire.

#### **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

People's branch distribution in the Manchester MSA is good. Branches were accessible to essentially all portions of the AA and individuals of different income levels. The distribution of the bank's branches during the period between 2009 and 2011 was good. The percentage of branches in low-income geographies was below the percentage of population living in low-income geographies. The percentage of branches in moderate-income geographies exceeded the population living in those geographies. The bank's branch distribution performance in 2012 was not inconsistent with its performance in 2009 through 2011 and was good.

There were no branch openings or closings during the evaluation period. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

#### **Community Development Services**

People's employees in the Manchester MSA provided a good level of community development services. Bank employees participated in a variety of organizations and partnerships, many in leadership roles, that benefited low- and moderate-income individuals, promoted economic development, and provided affordable housing.

In the Manchester MSA, 16 People's employees provided their expertise to 13 different community development organizations. Two officers supported the Adult Learning Center, with one officer serving as president and board member, and the second officer also serving as a board member. The Adult Learning Center supports low-income individuals through educational programs, including computer classes and GED testing. Another officer is a board member for Marguerite's Place, a nonprofit organization providing a full range of programs and services, focusing on support for homeless women with children. Some programs offered by Marguerite's Place include transitional housing, furnished apartments for up to 24 months residence, case management, childcare, life skills programs and one-on-one parenting support. Two officers provide support to the Boys and Girls Club of Greater Nashua. One of the officers is a board member and the second officer is a member of the fundraising committee.

The Boys and Girls Club provides programs for at-risk and/or underserved children, more than half live in homes with very low income. The club facilities are located in a low-income CT in Nashua.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Service Test in the New Hampshire Non-MSA AA is stronger than the bank's overall "High Satisfactory" performance under the Service Test in the state of New Hampshire. The stronger performance is because of a stronger branch distribution within the Non-MSA AA. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## State Rating

### State of New York

**CRA Rating for New York: Satisfactory**

**The Lending Test is rated: Low Satisfactory**

**The Investment Test is rated: Low Satisfactory**

**The Service Test is rated: Low Satisfactory**

The major factors that support this rating include:

- Adequate levels of lending activity;
- An overall adequate geographic distribution of loans, based upon adequate geographic distribution of home mortgage loans and good distribution of small loans to businesses;
- An overall adequate borrower distribution of loans, based upon adequate distribution of home mortgage loans and small loans to businesses;
- CD lending performance that has a positive impact on our assessment of the bank's Lending Test performance;
- Adequate investment performance considering the bank's investment authority limitations and overall adequate lending performance in the state;
- A branch distribution that is reasonably accessible to essentially all portions of the bank's AAs; and
- Very poor CD service performance.

### Description of Institution's Operations in New York

People's has four AAs within the state of New York: the Nassau County, NY - Suffolk County, NY MD (Nassau-Suffolk MD) consisting of Nassau and Suffolk Counties; the New-York-Wayne-White Plains, NY-NJ MD (New York MD) consisting of Westchester, Putnam, Rockland, Bronx, Queens, Richmond, and New York Counties in New York; the Poughkeepsie-Newburgh-Middletown MSA consisting of Orange and Dutchess Counties; and the Kingston MSA consisting of Ulster County. The bank moved into the Nassau-Suffolk MD on November 30, 2010 with the acquisition of the Bank of Smithtown in Smithtown, NY. The bank moved into the Poughkeepsie-Newburgh-Middletown and Kingston MSAs on June 29, 2012 with the acquisition of branches from RBS Citizens Bank, N.A. People's has 98 branches within the state, representing 23.4 percent of the bank's total branch network.

As of June 30, 2012, the bank ranked 30<sup>th</sup> in deposits in the New York AAs with a 0.3 percent market share and 37<sup>th</sup> in total statewide deposits with a 0.2 percent market share. People's deposits in state of New York totaled \$2.5 billion. Deposit competitors include JPMorgan Chase Bank, N.A., The Bank of New York, Citibank, N.A., Bank of America, N.A., and HSBC USA Bank, N.A. Based on

deposits, New York is the fourth largest rating area and accounted for approximately 11.7 percent of total bank deposits.

Refer to the market profiles for the state of New York in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in New York**

For the state of New York, we performed a full-scope review of the Nassau-Suffolk MD, which is chosen as a full-scope area because it contained 65.7 percent of rating area deposits and 58.2 percent of rating area branches. The start date for our evaluation of the bank's performance in the Nassau-Suffolk MD is November 30, 2010, the date of the acquisition of the Bank of Smithtown and the bank's move into the MD.

During the evaluation period, the bank did not originate or purchase a sufficient number of home improvement or small farm loans in any of the New York AAs to perform an analysis. The bank originated or purchased a sufficient number of multifamily loans in the New York AA only to perform an analysis.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the state of New York is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Nassau-Suffolk MD is adequate.

### **Lending Activity**

Refer to Tables 1 Lending Volume, in the state of New York section of appendix D for the facts and data used to evaluate the bank's lending activity.

People's lending activity in the Nassau-Suffolk MD is adequate.

As of June 30, 2012, People's had a deposit market share of 1.7 percent and ranked 11th among 47 depository institutions. For small loans to businesses, People's ranked 33<sup>rd</sup> among 108 lenders with a 0.9 percent market share. The top five banks dominated the market with a combined market share of 74.4 percent. This shows the competitive lending environment in the Nassau-Suffolk MD. For home refinance lending, People's ranked 97<sup>th</sup> amongst 332 lenders with a 0.1 percent market share. The bank ranked 114<sup>th</sup> in home purchase lending with a 0.1 percent market share and 34<sup>th</sup> in home improvement lending with a 0.4 percent market share. There were 274 and 117 lenders that made home purchase and home improvement loans, respectively.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of the bank's lending is adequate. Performance in the Nassau-Suffolk MD is adequate. As described previously, we gave greater weight to the bank's performance in 2010 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4 and 5 in the state of New York section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The overall geographic distribution of home mortgage loans is adequate.

The overall geographic distribution of home purchase loans is adequate. The distribution of the bank's home purchase lending between 2010 and 2011 was adequate. The percentage of home purchase loans in low-income geographies was well below the percentage of owner-occupied units in those geographies. The percentage of the bank's home purchase loans in the moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's overall market share for home purchase lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was not inconsistent with the performance noted in 2009 through 2011.

The bank's volume of home improvement lending during the 2010 through 2011 and the 2012 time periods was below the threshold for meaningful analysis.

The overall geographic distribution of home refinance loans is adequate. The bank's distribution of home refinance lending during 2010 through 2011 was adequate. The percentage of the bank's home refinance loans in low-income areas was well below the percentage of owner-occupied units in these areas. The percentage of loans in moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The bank's overall market share for refinance lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was weaker than performance in the 2010 through 2011 time period and was poor. The percentages of the bank's home refinance loans in low- and moderate-income areas were well below the percentage of owner-occupied units in these areas.

### ***Small Loans to Businesses***

Refer to Table 6 in the state of New York section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution of small loans made to businesses during 2010 through 2011 was good. The percentage of small loans to businesses in low-income geographies was well below the percentage of small businesses in these geographies. The percentage of loans in moderate-income geographies exceeded the percentage of small businesses in these geographies. The overall market share for the bank's small loans to businesses lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was stronger than the performance noted in 2010 through 2011 and was excellent. The percentages of small loans to businesses made in both low- and moderate-income geographies exceeded the percentage of small businesses in these geographies.

### ***Lending Gap Analysis***

We reviewed summary reports to analyze People's home mortgage and small business lending activity over the evaluation period to identify gaps in the geographic distribution of loans. We did not identify any unexplained gaps.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower distribution of the bank's lending is adequate. Performance in Nassau-Suffolk MD is adequate. We placed greater weight on the bank's performance in 2010 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of New York section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage lending is adequate.

The overall borrower distribution of home purchase loans is poor. The bank's distribution of home purchase lending during 2010 through 2011 was very poor. The percentages of loans to both low-and moderate-income borrowers was significantly below the percentage of such families. The bank's overall market share for home purchase lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was stronger than the performance noted in 2009 through 2011 and was good. The percentage of loans to low-income borrowers was somewhat below the percentage of such families. The percentage of loans to moderate-income borrowers was near to the percentage of such families. This performance positively impacted the overall home purchase conclusion.

The bank's volume of home improvement lending during the 2010 through 2011 and the 2012 time periods was below the threshold for meaningful analysis.

The overall borrower distribution of home refinance loans is adequate. The distribution of the bank's home refinance lending during the period of 2010 through 2011 was adequate. The percentage of loans to low- income borrowers was below the percentage of such families. The percentage of the bank's refinance loans made to moderate-income borrowers was well below the percentage of those families. The bank's overall market share for refinance lending was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was stronger than its performance during 2010 through 2011 time period and was good. The percentage of the bank's refinance loans made to low-income borrowers was below the percentage of those families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families.

### ***Small Loans to Businesses***

Refer to Table 11 in the state of New York section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses is adequate. The distribution of the bank's small loans to businesses between 2010 and 2011 was adequate. The percentage of small loans to small

businesses (businesses with gross annual revenue of \$1 million or less) was below the percentage of small businesses. The bank's overall market share for small loans to small businesses was less than one percent; therefore, an analysis was not meaningful. The bank's performance in 2012 was weaker than the performance noted in 2010 through 2011 and was poor. The percentage of small loans to small businesses was well below the percentage of small businesses.

### **Community Development Lending**

Refer to Table 1 Lending Volume in the state of New York section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of CD lending is good during the evaluation period and has a positive impact on the overall lending performance in the Nassau-Suffolk MD. The bank originated seven CD loans totaling \$15.5 million in the Nassau-Suffolk AA. These loans represent 3.8 percent of the total number of CD loans originated by the bank during the review period, and 7.1 percent of the dollar volume of CD loans. The seven loans are half of the number and 43.5 percent of the dollar volume of CD lending in the state of New York. The dollar volume of CD lending equates to 0.9 percent of 2012 AA deposits and 7.2 percent of allocated Tier 1 Capital.

These loans comprise several economic development corporation bond purchase transactions, including financing bond issuance costs, through Nassau and Suffolk Counties to support several community service providers located in Suffolk County. Those providers operate a number of facilities across the MD serving low- and moderate-income neighborhoods and primarily low- and moderate-income residents. The entities provided a range of services, including homeless support and shelters; transitional housing; behavioral and mental health; family, youth and senior, and; vocational. The transactions were responsive to a broad range of needs within the AA.

### **Product Innovation and Flexibility**

Bank-wide, People's offers a standard mix of loans including FHA, VA, and SBA loan programs. In addition, People's offers loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. Please see the Other Performance Data – Lending Test section for information on these loan programs. Overall, these programs had a neutral impact on the bank's lending performance.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope review, the bank's performance under the Lending Test in the New-York-Wayne-White Plains, NY-NJ MD is not inconsistent with the bank's overall "Low Satisfactory" performance in the state. The bank's performance in the Kingston, NY MSA, and Poughkeepsie-Newburgh-Middletown, NY MSA is very poor and weaker than the bank's overall "Low Satisfactory" performance under the Lending Test in the state of New York. The weaker performance is because of very poor lending activity based upon very low loan originations and purchases during the evaluation period. Refer to Table 1 through 12 in the state of New York section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in New York is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Nassau-Suffolk MD is adequate considering limitations on its investment authority and "Low Satisfactory" performance under the Lending Test. Significant consideration in our assessment of the bank's responsiveness to community needs was given to its overall adequate lending performance and positive CD lending performance in the Nassau-Suffolk AA. People's lending performance demonstrated adequate responsiveness to community needs.

Refer to Table 14 in the state of New York section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, the bank made few qualified investments. People's investment activity is limited to 24 grants totaling \$93 thousand. In addition, there were two prior period investments totaling \$221 thousand. These prior period investments continue to benefit the assessment area. The bank's grants were responsive to identified needs within the community of Nassau-Suffolk MD by supporting groups and organizations providing affordable housing and community services for low- and moderate-income individuals. The Nassau-Suffolk MD provided banks with an ample number of investment opportunities based on discussions with bank management and community contacts. The Nassau-Suffolk MD is competitive with other large banks competing for qualified investments in this market.

In addition, investments were made in the larger statewide area that have the potential to benefit the AA. There is one current period investments totaling \$900 thousand, which had the potential to benefit the full-scope AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the New York-White Plains-Wayne, NY-NJ MD, Kingston MSA, and Poughkeepsie-Newburgh-Middletown MSA is not inconsistent with the bank's overall "Low Satisfactory" performance in the state. Refer to the Table 14 in the state of New York section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Nassau-Suffolk MD is adequate. Overall performance is negatively impacted by the poor level of community development services. Performance in the limited scope AAs did not have an impact on the bank's Service Test rating in the state of New York.

### **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

People's branch distribution in the Nassau-Suffolk MD is good. Branches were reasonably accessible to individuals of different income levels. The bank's branch distribution during 2010 through 2011 was adequate. The percentages of branches in both low- and moderate-income areas were below the percentages of population living in those areas. The bank's branch distribution performance in 2012 was stronger than its performance in 2010 through 2011 and was excellent. The percentages of branches in both low- and moderate-income geographies exceeded the percentages of population living in those geographies. This performance positively impacted the overall branch distribution conclusion.

There were no branch openings or closings in the Nassau-Suffolk AA during the evaluation period. The hours and services offered throughout the Nassau-Suffolk AA are adequate. Branch services and hours do not vary in a way that would inconvenience any portions of its AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

### **Community Development Services**

People's employees in the Nassau-Suffolk MD provided a very poor level of community development services. The bank's provision of CD services consisted of one officer serving on the Advisory Council of the Community Development Corporation of Long Island (CDC) and its subsidiary, the Community Building Fund, LLC. These organizations have a focus on investing in small businesses. The CDC has a larger mission of supporting affordable housing and economic development through the support of small businesses in Nassau and Suffolk Counties, NY. The bank's very poor level of community development services had a negative impact on the overall Service Test conclusion.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance in the Kingston, NY MSA is not inconsistent with the bank's overall "Low Satisfactory" performance under the Service Test in the state of New York. Performance in the New York-White Plains-Wayne MD and the Poughkeepsie-Newburgh-Middletown, NY MSA is stronger than the bank's performance in the state. The stronger performance is due to stronger branch distribution. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## State Rating

### State of Vermont

**CRA Rating for Vermont: Outstanding**

**The Lending Test is rated: Outstanding**

**The Investment Test is rated: High Satisfactory**

**The Service Test is rated: High Satisfactory**

The major factors that support this rating include:

- Overall adequate levels of lending activity;
- An overall good geographic distribution of loans, based upon good geographic distribution of home mortgage loans and adequate distribution of small loans to businesses;
- An overall adequate borrower distribution of loans, consisting of good distribution of home mortgage loans and poor distribution of loans to small businesses;
- CD lending performance that had a significantly positive impact on the overall Lending Test performance rating;
- Good CD investment performance;
- A branch distribution system that is accessible to individuals living in all income geographies in the AA; and
- A good level of CD service.

### Description of Institution's Operations in Vermont

People's has two AAs within the state of Vermont: the Burlington-South Burlington MSA (Burlington MSA) consisting of Chittenden, Franklin and Grand Isle Counties, and the Vermont Non-MSA AA consisting of nine contiguous counties: Addison, Bennington, Lamoille, Orange, Orleans, Rutland, Ishington, Windham, and Windsor Counties. People's had 42 branches within the state, representing 10 percent of the bank's total branch network.

As of June 30, 2012, the bank ranked first in deposits in the Vermont AAs with a 23.5 percent market share and first in total statewide deposits with a 22.4 percent market share. People's deposits in the state of Vermont totaled \$2.6 billion. Deposit competitors include TD Bank, N.A., Merchants Bank, RBS Citizens Bank, N.A., and KeyBank, N.A. Based on deposits, Vermont is the third largest rating area and accounted for approximately 12.2 percent of total bank deposits.

Refer to the market profiles for the state of Vermont in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in Vermont**

For the state of Vermont, we performed a full-scope review of the Burlington-South Burlington MSA, which is chosen as a full-scope area because it contained 47.4 percent of rating area deposits and 28.6 percent of rating area branches in the MSA.

During the evaluation period, the bank did not originate or purchase a sufficient number of small farm loans in the Burlington MSA to perform an analysis.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the state of Vermont is rated "Outstanding." Based on full-scope review, the bank's performance in the Burlington MSA is excellent.

### **Lending Activity**

Refer to Tables 1 Lending Volume, in the state of Vermont section of appendix D for the facts and data used to evaluate the bank's lending activity.

People's lending activity in the Burlington MSA is adequate.

As of June 30, 2012, People's had a deposit market share of 27.5 percent and ranked second among 12 depository institutions. For small loans to businesses, People's ranked second among 43 lenders with a 16.4 percent market share. For home refinance lending, People's ranked 15<sup>th</sup> amongst 128 lenders with a 2.3 percent market share. The bank ranked seventh in home purchase lending with a 4.3 percent market share and sixth in home improvement lending with a 4.0 percent market share. There were 95 and 36 lenders, respectively that made home purchase and home improvement loans in the AA.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of the bank's lending is good. Performance in the Burlington MSA is good. We gave greater weight to the bank's performance in the longer time period of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4 and 5 in the state of Vermont section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home mortgage loans is good.

The overall geographic distribution of home purchase loans is excellent. The bank's distribution of home purchase lending during the 2009 through 2011 period was excellent. The percentages of the bank's home purchase loans made in both low- and moderate-income geographies exceeded the percentages of owner-occupied units in the geographies. The bank's market shares in the low- and

moderate-income geographies exceeded its overall market share for home purchase loans. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall geographic distribution of home improvement loans is adequate. The distribution of the bank's home improvement lending between 2009 and 2011 was adequate. The percentage of home improvement loans in low-income geographies was well below the percentage of owner-occupied units in low-income geographies. The percentage of loans in moderate-income geographies was below the percentage of owner-occupied units in these geographies. The bank's market share for home improvement lending in low-income geographies was significantly below its overall market share. The bank's market share in moderate-income census tracts was near to its overall market share. The bank's performance in 2012 was stronger than the performance in 2009 through 2011 and was good. The percentage of home improvement loans made in low-income geographies was well below the percentage of owner-occupied units in those geographies. The percentage of loans made in moderate-income areas exceeded the percentage of owner-occupied units in moderate-income areas.

The overall geographic distribution of home refinance loans is good. The bank's distribution of home refinance lending during 2009 through 2011 was good. The percentage of refinance loans in low-income geographies exceeded the percentage of owner-occupied units in low-income geographies. The percentage of loans in moderate-income geographies was below the percentage of owner-occupied units in these geographies. The bank's market shares in both low- and moderate-income census tracts exceeded its overall market share for home refinance loans. The bank's performance in 2012 was stronger than its performance during the 2009 through 2011 period and was excellent. The percentage of home refinance loans made in low-income geographies exceeded the percentage of owner-occupied units in those geographies. The percentage of loans made in moderate-income areas was near to the percentage of owner-occupied units in moderate-income areas.

The overall geographic distribution of multifamily loans is good. The bank's distribution of multifamily housing lending during 2009 through 2011 was good. The percentages of multifamily loans in low- and moderate-income geographies exceeded the percentage of multifamily units in those geographies. The bank's market share for multifamily lending in low-income geographies was significantly below its overall market share. The bank's market share in moderate-income census tracts exceeded its overall market share. The volume of multifamily loans made by the bank in 2012 was below the threshold required for meaningful analysis.

### ***Small Loans to Businesses***

Refer to Table 6 in the state of Vermont section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is adequate. The bank's distribution of small loans to businesses during the period of 2009 through 2011 was adequate. The percentages of loans in both low- and moderate-income geographies were below the percentage of businesses in these areas. The bank's market share in low-income geographies exceeded the bank's overall market share. The bank's market share in moderate-income geographies was below the bank's overall market share. The bank's performance in 2012 was not inconsistent with its performance during 2009 through 2011.

### ***Lending Gap Analysis***

We reviewed summary reports to analyze People's home mortgage and small business lending activity over the evaluation period to identify gaps in the geographic distribution of loans. We did not identify any unexplained gaps.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower distribution of the bank's lending is adequate. Performance in Burlington MSA is adequate. As described above, we gave greater weight to the bank's performance during the longer time period of 2009 through 2011 than to its performance in 2012.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of Vermont section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage lending is good.

The overall borrower distribution of home purchase loans is good. The distribution of the bank's home purchase lending between 2009 and 2011 was good. The percentage of home purchase loans to low-income borrowers was well below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share for loans to low-income borrowers was below its overall market share. The bank's market share for loans to moderate-income borrowers exceeded its overall market share. The bank's performance in 2012 was not inconsistent with its performance during 2009 and through 2011.

The overall borrower distribution of home improvement loans is good. The bank's distribution of home improvement lending between 2009 and 2011 was good. The percentage of home improvement loans to low-income borrowers was well below the percentage of low-income families. Percentage of loans to moderate-income borrowers exceeded the percentage of those families. The bank's market share for loans to low-income borrowers was below its overall market share. The bank's market share for home improvement loans to moderate-income borrowers exceeded its overall market share. The bank's performance in 2012 was not inconsistent with performance noted in 2009 through 2011.

The overall borrower distribution of home refinance loans is good. The bank's distribution of home refinance lending during the period of 2009 through 2011 was good. The percentage of refinance loans to low-income borrowers was below the percentage of low-income families. The percentage of loans to moderate-income borrowers was near to the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share. The market share of loans for moderate-income borrowers was near to the bank's overall market share. The bank's performance in 2012 was weaker than its performance during the 2009 through 2011 time period and was adequate. The percentage of refinance loans made to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was well below the percentage of moderate-income families.

### ***Small Loans to Businesses***

Refer to Table 11 in the state of Vermont section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small loans to businesses is poor.

The overall borrower distribution of small loans to businesses is poor. The distribution of the bank's small loans to businesses between 2009 and 2011 was adequate. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was well below the percentage of small businesses. The bank's market share of small loans to small businesses was near to its overall market share. The bank's performance in 2012 was weaker than its performance during 2009 through 2011 and was very poor. The percentage of small loans to businesses with gross annual revenue of \$1 million or less was significantly below the percentage of small businesses. This performance had a negative impact on the overall small business conclusion.

### **Community Development Lending**

Refer to Table 1 Lending Volume in the state of Vermont section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

People's level of CD lending is excellent and has a significantly positive impact on the overall Lending Test performance in the Burlington MSA. The bank originated 14 CD loans totaling \$18.6 million in the Burlington MSA. These loans represent 7.5 percent of the total number of CD loans originated by the bank originated during the evaluation period, and 8.6 percent of the dollar volume of CD loans. The loans are 25.0 percent of the number and 33.4 percent of the dollar volume of CD lending in the state of Vermont. The dollar volume of CD lending equates to 1.5 percent of 2012 AA deposits and 11.5 percent of allocated Tier 1 Capital.

CD loans included transactions involving affordable housing development in conjunction with low-income housing tax credits, private developers, HUD housing programs, and the FHLB Affordable Housing Program that provided 186 units of affordable low-income senior housing. The bank also provided several loans that supported operations and lending activities of an agricultural lender that provided 56 Farm Service Agency Guaranteed Loans. The bank funded acquisition of commercial space for one community development service organization, as well as construction and renovation of a Medicaid waiver funded facility serving low- and moderate-income disabled individuals. Other loans supported provision of transitional housing, disabled and substance abuse support services to low- and moderate-income and homeless individuals across the AA. The transactions were considered highly responsive to a broad range of identified needs within the community.

### **Vermont Statewide**

The bank also originated five CD loans totaling \$2.1 million that impacted both AAs within the state. Those loans represent 2.7 percent of the total number of CD loans originated, and one percent of the dollar volume of those loans. Because of the broader geographic impact of those loans, they were considered in the state rating of the bank's performance, rather than attributed to individual areas.

## **Product Innovation and Flexibility**

Bank-wide, People's offers a standard mix of loans including FHA, VA, and SBA loan programs. In addition, People's offers loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. People's makes use of innovative and flexible lending practices in order to serve the AA's credit needs. Please see the Other Performance Data – Lending Test section for information on these loan programs. Overall, these programs had a neutral impact on the bank's lending performance.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Vermont Non-MSA AA is weaker than the bank's overall "Outstanding" performance in Vermont, and is considered good. The weaker performance is because of weaker geographic and borrower distributions of home mortgage lending. Refer to Table 1 through 12 in the state of Vermont section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in Vermont is rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Burlington MSA is good.

Performance in the limited-scope AA does not impact the bank's overall performance in the state of Vermont. Refer to Table 14 in the state of Vermont section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, People's made a good level of investments. People's made four investments totaling \$8.9 million in the Burlington MSA. The bank also made 103 grants totaling \$490 thousand. In addition, there were three prior period investments totaling \$1.7 million. These prior period investments continue to benefit the MSA. The bank's grants were made to groups and organizations providing community services, education, economic development and affordable housing for low- and moderate-income individuals. These volume and nature of the grants were responsive to identified needs within the MSA. The Burlington-South Burlington MSA has a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Burlington-South Burlington MSA is competitive with other large banks competing for qualified investments in this market.

In addition, investments were made in the larger statewide area that have the potential to benefit the AA. There were eight current period investments totaling \$3.2 million, and three prior period investments totaling \$1.7 million, which had the potential to benefit the full-scope AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Vermont Non-MSA AA is stronger than the bank's overall "High Satisfactory" performance in Vermont. The stronger performance is based upon greater number and dollar volume of CD investments. Refer to the Table 14 in the state of Vermont section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

People's performance under the Service Test is rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Burlington MSA is good. Performance in the limited-scope AA did not have an impact on the bank's Service Test rating in the state of Vermont.

#### **Retail Banking Services**

Refer to Table 15 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

People's branch distribution in the Burlington MSA is good. The bank's branch distribution between 2009 and 2011 was good. Branches were accessible to essentially all portions of the bank's AA. The percentage of branches in low-income areas was below the percentage of the population living in those areas. The percentage of the bank's branches in moderate-income geographies exceeded the percentage of the population living in those geographies. The bank's branch distribution performance in 2012 was not inconsistent with its performance in 2009 through 2011.

Branch openings and closings have generally not adversely affected the overall accessibility of the bank's delivery systems. People's closed four branches during the evaluation period. Three of the branches were in middle-income census tracts and one was in a moderate-income census tract. Two of the branches in middle-income tracts were closed because of their proximity to other branches. The third branch in a middle-income branch was consolidated into another branch. The branch in a moderate-income area was closed because of a declining volume of transactions. Branch services and hours do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals.

People's complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking which, includes bill pay; mobile banking; automated teller machines; bank by mail; and 24-hour telephone banking. We placed no significant weight on these alternative delivery systems because they are standard across the industry and management is unable to provide any information demonstrating their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or low- and moderate-income individuals.

#### **Community Development Services**

People's employees in the Burlington MSA provided a good level of community development services. Bank employees participated in a variety of organizations and partnerships, many in leadership roles, that benefited low- and moderate-income individuals, promoted economic development, and provided affordable housing.

In the Burlington MSA, ten People's employees provided their expertise to ten different community development organizations. One of the bank's officers is a director of the Hinesburg Affordable Housing Committee. The mission of the committee is to gather, generate, and prioritize ideas and plans helping increase the availability of affordable housing in the town of Hinesburg, in addition to assessing the quality and quantity of current supply of affordable housing. An officer is a director of the steering

committee for the Railyard Enterprise Project. The purpose of this project is to develop a network of multimodal transportation infrastructure improvements to support economic development in the area; improve livability of the surrounding neighborhoods; enhance multimodal travel connectivity between the Pine Street corridor and the Burlington Waterfront South area; and improve intermodal connections to the Burlington Railyard. Another example of People's CD services is their support of the Sara Holbrook Community Center whose mission is to develop responsible and productive children, youth and families through social development, educational and recreational opportunities. The center is located in a low-income CT and serves the community of the Old North End of Burlington. A director of the bank serves as president of the board of directors of the center.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Vermont Non-MSA AA is stronger than the bank's overall "High Satisfactory" performance under the Service Test in the state of Vermont. The stronger performance in the limited-scope area is due to stronger branch distribution. This performance did not have an impact on the bank's overall Service Test performance in the state. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

## Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and nonmetropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

<b>Time Period Reviewed</b>	Lending Test (excludes CD Loans): 1/1/2009 to 12/31/2012* Investment and Service Tests and CD Loans: 7/1/2009 to 6/30/2013* * Evaluation for Boston MMSA started on 4/16/2010 and 11/30/2010 for Nassau-Suffolk MD	
<b>Financial Institution</b>	<b>Products Reviewed</b>	
<b>People United Bank</b>	Home Purchase, Home Improvement, and Home Refinance loans; Multifamily loans; Small Business loans; Small Farm loans; Community Development loans, investments, and services	
<b>Affiliate(s)</b>	<b>Affiliate Relationship</b>	<b>Products Reviewed</b>
NA		
<b>List of Assessment Areas and Type of Examination</b>		
<b>Assessment Area</b>	<b>Type of Exam</b>	<b>Other Information</b>
<u>Boston-Cambridge-Quincy, MA-NH MMSA</u> Essex County (Peabody) MD	Full-Scope	Essex County (Peabody) MD
Boston-Quincy, MA MD	Limited Scope	Boston-Quincy, MA MD
Cambridge-Newton-Framingham, MA MD	Limited Scope	Cambridge-Newton-Framingham, MA MD
Rockingham-Strafford County, NH MD	Limited Scope	Rockingham-Strafford County, NH MD
<u>State of Connecticut</u> Bridgeport-Stamford-Norwalk, CT MSA		
Hartford-West Hartford-East Hartford, CT MSA	Full Scope	Bridgeport-Stamford-Norwalk MSA
New Haven-Milford MSA	Full Scope	Hartford-West Hartford-East Hartford, CT MSA
Norwich-New London, CT MSA	Full Scope	New Haven-Milford MSA
Connecticut Non-MSA	Full Scope	Norwich-New London, CT MSA
	Limited Scope	Windham and Litchfield Counties

<u>State of Maine</u> Portland-South Portland- Biddeford, ME MSA	Full Scope	Portland-South Portland-Biddeford, ME MSA
Bangor, ME MSA	Limited Scope	Bangor, ME MSA
Lewiston-Auburn, ME MSA	Limited Scope	Lewiston-Auburn, ME MSA
Maine Non-MSA	Limited Scope	All of Somerset and Waldo Counties, two contiguous census tracts in Hancock County, and nine contiguous census tracts in Kennebec County.
<u>State of Massachusetts</u> Springfield, MA MSA	Full Scope	Springfield, MA MSA
Worcester, MA MSA	Limited Scope	Worcester, MA MSA
<u>State of New Hampshire</u> Manchester-Nashua, NH MSA	Full Scope	Manchester-Nashua, NH MSA
New Hampshire Non-MSA	Limited Scope	Belknap, Carroll, Cheshire, Merrimack, and Sullivan Counties
<u>State of New York</u> Nassau County-Suffolk County, NY MD	Full Scope	Nassau County-Suffolk County, NY MD
New York-Wayne-White Plains, NY-NJ MD	Limited Scope	New York-Wayne-White Plains, NY- NJ MD
Poughkeepsie-Newburgh- Middletown, NY MSA	Limited Scope	Dutchess and Orange Counties
<u>Kingston, NY MSA</u>	Limited Scope	Ulster County
<u>State of Vermont</u> Burlington-South Burlington, VT MSA	Full Scope	Burlington-South Burlington, VT MSA
Vermont Non-MSA	Limited Scope	Addison, Bennington, Lamoille, Orange, Orleans, Rutland, Ishington, Windham, and Windsor Counties

## Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS		PEOPLE'S UNITED BANK		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
PEOPLE'S UNITED BANK	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Multistate Metropolitan Area or State:				
BOSTON-CAMBRIDGE-QUINCY, MA-NH MMSA	Low Satisfactory	Substantial Noncompliance	Low Satisfactory	Needs to Improve
CONNECTICUT	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
MAINE	Outstanding	Low Satisfactory	High Satisfactory	Satisfactory
MASSACHUSETTS	Outstanding	Low Satisfactory	Outstanding	Satisfactory
NEW HAMPSHIRE	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
NEW YORK	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
VERMONT	Outstanding	High Satisfactory	High Satisfactory	Outstanding

(\*) The lending test is weighted more heavily than the investment and service tests in the overall rating.

## Appendix C: Market Profiles for Full-Scope Areas

### Essex County, MA MD (Peabody MD)

Demographic Information for Full Scope Area: Peabody MD 2000 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	156	9.62	21.15	47.44	21.79	0.00
Population by Geography	723,419	6.49	18.99	49.28	25.25	0.00
Owner-Occupied Housing by Geography	175,022	1.66	11.05	55.92	31.37	0.00
Business by Geography	71,113	5.36	13.89	50.29	30.46	0.00
Farms by Geography	1,318	1.29	8.57	53.26	36.87	0.00
Family Distribution by Income Level	186,043	20.76	17.43	21.99	39.82	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	71,044	11.66	28.19	46.77	13.38	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		63,556 86,200 9%	Median Housing Value Unemployment Rate (2000 US Census)		207,469 2.33%	

(\* ) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Peabody MD 2010 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	163	13.50	19.63	33.74	32.52	0.61
Population by Geography	743,159	11.15	19.02	36.32	33.52	0.00
Owner-Occupied Housing by Geography	185,135	3.78	14.28	41.46	40.47	0.00
Business by Geography	68,902	9.20	14.09	36.92	39.79	0.00
Farms by Geography	1,360	2.72	9.12	40.00	48.16	0.00
Family Distribution by Income Level	186,912	22.98	16.51	19.47	41.04	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	73,815	19.88	27.47	32.41	20.23	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		81,173 87,300 11%	Median Housing Value Unemployment Rate (2010 US Census)		373,604 3.60%	

(\* ) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Boston-Cambridge-Quincy MMSA consists of the Peabody MD, which is comprised of Essex County, Massachusetts. As of June 30, 2011 and June 30, 2012, the bank had \$411.9 million and \$1.4 billion, respectively, in deposits in this AA. This represents 33.4 and 50.2 percent, respectively, of the bank's total deposits in the MMSA. The significant increase in deposits is the result of the bank's acquisition of Butler Bank during 2012. As of June 30, 2012, there were 39 FDIC insured

financial institutions in the AA with 253 offices. People's main competitors include TD Bank, NA, Salem Five Cents Savings Bank, Eastern Bank, and Santander Bank, N.A. People's operates 19 branches and 23 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 743,159. Since 2000, the AA has seen a slight population growth of approximately 2.7 percent. The 2011 HUD 2012 FFIEC adjusted median family incomes for the AA are \$86,200 and \$87,300, respectively. According to 2000 census data, approximately 20.8 percent of families were low-income, earning a median annual income of less than \$33,489. With the 2010 census data, the percent of low-income families increased to 23.0 percent. The percent of moderate-income families dropped from 17.4 families in the 2000 census to 16.5 percent in 2010. 2000 census data showed approximately 9.5 percent of all households had incomes below the poverty level, and 3.1 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is high at 26.8 and 16.2 percent, respectively. In the 2010 census, the percent of households below the poverty level increased to 7.7 percent. For families below the poverty level, the level increased in low-income CTs to 27.2 percent, but fell in moderate-income CTs to 14.1 percent. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which increased by 80.0 percent between 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MD was 6.5 percent and the statewide unemployment rate for Massachusetts was 6.6 percent. As of December 2008, the start of the evaluation period, the unemployment rates for the MD and the state were 6.5 percent. The AA is primarily urban with most of the population residing in larger cities. According to the Bureau of Labor Statistics labor force data, leading industries are education and health services, trade, transportation, and utilities, government, leisure and hospitality, and manufacturing. Major employers in this AA are Mass General For Children, Ancient Order Hebernians Division, GE Aviation, Green's Ace Hardware, and Mental Retardation Department of Massachusetts.

### Housing

Based on 2000 census data, 175,022 of all housing units, or 61.0 percent, are owner occupied, and 35.0 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 77.8 and 60.7 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (32.1 percent) and in low- (69.5 percent) and moderate-income (48.0 percent) areas. According to the National Association of Realtors, the median housing price in the MSA was \$351,200 in 2012. This median price was significantly higher than the 2000 census median housing value of \$207,469. According to the Foreclosure-Response.org, the December 2012 foreclosure rate for the Boston MMSA, including this MD, was 3.6 percent, which was higher than the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a social services organization that caters to needs of low-income families and individuals to help them rise out of poverty. Their programs include homeless prevention for at risk families, provision of shelter in local apartments and transitioning people into permanent housing. They also provide potentially homeless individuals with health issues case management and stabilization services. Other services not related to housing include financial literacy,

asset development, tax preparation, home care for elders, basic adult education, energy conservation, and legal services to prevent home evictions. The organization serves over 12,000 people across the North Shore as well residents of 21 other communities in Essex County. According to the contact, some of the most pressing financial needs and opportunities for financial institutions in this AA are as follows:

- Financial support for community based organization programs, including grants and affordable funding options;
- Financial literacy; and
- Affordable housing.

**Bridgeport-Stamford-Norwalk, CT MSA**

Demographic Information for Full Scope Area: Bridgeport MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	209	12.92	20.57	32.54	33.97	0.00
Population by Geography	882,567	10.24	22.80	33.16	33.80	0.00
Owner-Occupied Housing by Geography	224,509	3.34	16.53	39.53	40.60	0.00
Business by Geography	133,670	7.56	19.04	33.66	39.74	0.00
Farms by Geography	2,942	5.30	20.26	35.42	39.02	0.00
Family Distribution by Income Level	229,851	21.61	17.25	19.58	41.56	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	89,326	18.94	32.92	31.12	17.02	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		77,332 105,300 7%	Median Housing Value Unemployment Rate (2000 US Census)		297,989 2.41%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Bridgeport MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	210	15.71	17.62	31.90	34.76	0.00
Population by Geography	916,829	13.48	19.50	33.65	33.38	0.00
Owner-Occupied Housing by Geography	234,419	5.20	15.88	40.35	38.57	0.00
Business by Geography	128,636	10.32	16.40	32.64	40.64	0.00
Farms by Geography	2,967	9.54	16.28	35.29	38.89	0.00
Family Distribution by Income Level	230,561	22.70	16.66	19.96	40.68	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	90,748	24.14	28.20	31.57	16.09	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		100,593 106,700 8%	Median Housing Value Unemployment Rate (2010 US Census)		503,921 3.95%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Bridgeport-Stamford-Norwalk, CT MSA consists of Fairfield County, Connecticut. As of June 30, 2011 and June 30, 2012, the bank had \$5.6 and \$6.1 billion, respectively, in deposits in this AA. This represents 55.4 and 56.0 percent, respectively, of the bank's total deposits in the state of Connecticut. As of June 30, 2012, there are 32 FDIC insured financial institutions in the AA with 409 offices. People's main competitors include JPMorgan Chase, NA, Bank of America, NA, Wells Fargo Bank, NA, and Citibank, NA. People's operates 65 branches and 105 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 916,829. Since 2000, the AA has seen a slight population growth of approximately 3.8 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$104,545 and \$105,942, respectively. According to 2000 census data, approximately 21.6 percent of families were low-income, earning a median annual income of less than \$52,650. With the 2010 census data, the percent of low-income families slightly increased to 22.7 percent. The percent of moderate-income families fell slightly from 17.3 percent in 2000 to 16.7 percent in 2010. The 2000 census data showed 7.0 percent of all households had incomes below the poverty level, and 2.7 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is 22.2 and 7.9 percent, respectively. In the 2010 census, the percent of households below the poverty level increased slightly to 8.0 percent, with 2.0 percent of households receiving public assistance. Within low- and moderate-income CTs, families below the poverty level also increased slightly to 21.5, and 9.9 percent, respectively. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which increased by 69.1 percent.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MSA was 7.2 percent, and the statewide unemployment rate for Connecticut was 7.8 percent. As of December 2008, the unemployment rate for the MSA was 6.1 percent, and the unemployment rate for the state was 6.6 percent. The AA is a mix of urban and suburban areas with most of the population residing in small cities. The AA is on the Northeast coast within a commutable distance to New York City. In addition, the city of Stamford is home to a number of large companies. The AA includes high concentrations of service sector firms in fields such as law, accountancy, banking, and management consultancy. According to the Bureau of Labor Statistics labor force data, leading industries are business and professional services, trade, transportation and utilities, education and health services, state and local government, and leisure and hospitality. Major employers in this AA are Sikorsky Aircraft, General Electric, UBS, Pitney Bowes, and Danbury Hospital.

### Housing

Based on 2000 census data, 232,910 housing units, or 66.4 percent, are owner occupied, and 29.1 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 68.3 and 50.0 percent, respectively. The 2010 census saw a slight decrease in occupied rental units, both in total (26.8 percent) and in low- (61.6 percent) and moderate-income (43.1 percent) areas. According to the National Association of Realtors, the median housing price in the MSA was \$390.5 thousand in 2012. This median price was higher than the 2000 census median housing value of \$294,485. According to the Forclosure-Response.org, the December 2012 in this MSA was 5.9 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a local business affiliation whose primary mission is to pursue economic development in the region that will lead to increased jobs and tax base growth. Their goal is to create a business environment receptive to expansion of current businesses and attraction of new businesses to the area. The contact acknowledged that financial institutions have the capacity to help revitalize economically depressed areas. There are reputable community development entities in the area with the capacity to partner with the banks in projects and programs. According to the contact,

some of the most pressing financial needs and opportunities for financial institutions in this AA are as follows:

- Affordable housing;
- Social services for low- and moderate-income individuals;
- Education opportunities;
- Financial services including bank branches in low- and moderate-income communities;
- Economic development projects to help revitalize and stabilize the area; and
- Sponsorship of job training programs.

## Hartford-West Hartford-East Hartford, CT MSA

Demographic Information for Full Scope Area: Hartford MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	283	14.13	15.55	45.23	24.38	0.71
Population by Geography	1,148,618	9.56	13.97	48.25	28.14	0.08
Owner-Occupied Housing by Geography	295,785	2.33	9.56	53.21	34.90	0.00
Business by Geography	132,331	8.68	11.71	48.27	31.10	0.24
Farms by Geography	3,178	1.76	6.54	50.57	41.10	0.03
Family Distribution by Income Level	298,162	20.19	17.69	23.41	38.71	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	112,948	17.55	21.00	45.68	15.78	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		64,156 86,500 8%	Median Housing Value Unemployment Rate (2000 US Census)		144,727 2.95%	

(\* ) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Hartford MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	290	15.86	14.48	39.31	28.28	2.07
Population by Geography	1,212,381	11.76	13.99	41.64	31.30	1.31
Owner-Occupied Housing by Geography	323,477	3.56	11.13	46.70	38.61	0.00
Business by Geography	125,451	9.23	11.13	42.25	37.01	0.38
Farms by Geography	3,194	2.76	7.11	44.24	45.87	0.03
Family Distribution by Income Level	310,244	21.35	16.97	22.11	39.57	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	118,886	21.38	20.77	39.09	18.74	0.01
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		82,299 87,700 9%	Median Housing Value Unemployment Rate (2010 US Census)		257,503 4.02%	

(\* ) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Hartford-West Hartford-East Hartford, CT MSA consists of Hartford, Middlesex, and Tolland Counties, Connecticut. All counties are contiguous. As of June 30, 2011 and June 30, 2012, the bank had \$1.9 and \$2.1 billion, respectively, in deposits in this AA. This represents 18.8 and 19.3 percent, respectively, of the bank’s total deposits in the state of Connecticut. As of June 30, 2012, there are 29 FDIC insured financial institutions in the AA with 392 offices. People’s main competitors include Bank of America, NA, Webster’s Bank, NA, TD Bank, NA, and First Niagara Bank, NA. People’s operates 45 branches and 48 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 1,212,381. Since 2000, the AA has seen a slight population growth of approximately 5.6 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$86,500 and \$87,700, respectively. According to 2000 census data, approximately 20.2 percent of families were low-income, earning a median annual income of less than \$43,250. With the 2010 census data, the percent of low-income families slightly increased to 21.4 percent. Similar changes were evidenced for moderate-income families, with the percent of families slightly dropping from 17.7 percent in the 2000 census to 17.0 percent in 2010. The 2000 census data showed approximately 8.0 percent of all households had incomes below the poverty level, and 4.0 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is high at 32.4 and 11.6 percent, respectively. In the 2010 census, the percent of households below the poverty level decreased slightly to 9.0 percent, with 3.2 percent of households receiving public assistance. Within low- and moderate-income CTs, families below the poverty level also declined slightly to 31.8 and 10.6 percent, respectively. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which increased by 78.0 percent from 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MSA was 7.8 percent. The statewide unemployment rate for Connecticut was also 7.8 percent. The unemployment rate for the MSA, as of December 2008, was 6.7 percent, and the unemployment rate for the state was 6.6 percent. According to the Bureau of Labor Statistics labor force data, leading industries are education and health services, trade, transportation, and utilities, government, professional and business services, and financial activities. Major employers in this AA are Pratt and Whitney, Hartford Financial Services Group, Uconn Health Center, UTC Aerospace Systems, and Cigna Corp.

### Housing

Based on 2000 census data, 317,141 of all housing units, or 62.4 percent, are owner occupied, and 31.9 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 72.7 and 52.7 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (29.0 percent) and in low- (66.8 percent) and moderate-income (42.4 percent) areas. According to the National Association of Realtors, the median housing price in the MSA was \$228,800 in 2012. This median price was higher than the 2000 census median housing value of \$142,903. According to the Forclosure-Response.org, the December 2012 foreclosure rate in this MSA was 5.0 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a community organization engaged in Hartford's neighborhoods to bring about systemic and quality of life improvements. They work to strengthen the community through leadership development training, homebuyer counseling, a homeownership program, financial literacy education, and community organizing. They primarily represent low-income individuals in the AA. The contact identified that the primary issue that low-income people in this area are concerned with is credit limitations. They are being pushed out of banks due to bank fees, for example, overdraft fees are typically larger than their average daily balance. Low-income individuals are resorting to cash checking facilities because they are cheaper than banks. By relying on cash checking facilities, low-income individuals are unable to establish a credit history. Other financial needs and opportunities for financial institutions in this AA are:

- Grants to support community development organization programs;
- Increased outreach efforts to work with community development organizations; and
- Flexible bank products and services.

**New Haven-Milford, CT MSA**

Demographic Information for Full Scope Area: New Haven MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	185	12.43	19.46	43.24	24.32	0.54
Population by Geography	824,008	9.45	19.46	45.77	25.31	0.01
Owner-Occupied Housing by Geography	201,349	3.04	12.33	52.39	32.24	0.00
Business by Geography	93,709	7.47	17.54	43.19	31.78	0.02
Farms by Geography	1,840	2.83	11.09	42.07	44.02	0.00
Family Distribution by Income Level	211,878	20.85	17.34	22.55	39.26	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	80,907	16.50	26.95	42.83	13.72	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		60,512 81,400 10%	Median Housing Value Unemployment Rate (2000 US Census)		143,946 3.02%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: New Haven MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	189	14.29	21.16	35.45	29.10	0.00
Population by Geography	862,477	11.07	21.98	35.57	31.38	0.00
Owner-Occupied Housing by Geography	216,131	3.46	16.65	40.50	39.39	0.00
Business by Geography	89,193	8.57	15.70	38.53	37.21	0.00
Farms by Geography	1,852	3.40	12.69	33.10	50.81	0.00
Family Distribution by Income Level	217,115	22.94	16.70	19.78	40.59	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	86,054	18.78	31.63	33.10	16.48	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		77,379 82,500 11%	Median Housing Value Unemployment Rate (2010 US Census)		272,790 4.44%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the New Haven-Milford, CT MSA consists of New Haven County, Connecticut. As of June 30, 2011 and June 30, 2012, the bank had \$1.8 and \$2.0 billion, respectively, in deposits in this AA. This represents 17.8 and 18.3 percent, respectively, of the bank’s total deposits in the state of Connecticut. As of June 30, 2012, there are 29 FDIC insured financial institutions in the AA with 279 offices. People’s main competitors include Webster Bank, NA, Wells Fargo Bank, NA, Bank of America, NA, and First Niagara Bank, NA. People’s operates 34 branches and 48 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 862,477. Since 2000, the AA has seen a slight population growth of approximately 4.7 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$81,400 and \$82,500, respectively. According to 2000 census data, approximately 20.9 percent of families were low-income, earning a median annual income of less than \$40,700. With the 2010 census data, the percent of low-income families increased to 22.9 percent. The percent of moderate-income families decreased from 17.3 in the 2000 census to 16.7 percent in 2010. The 2000 census data showed approximately 10.0 percent of all households had incomes below the poverty level, and 4.7 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is high at 29.4 and 13.2 percent, respectively. In the 2010 census, the percent of households below the poverty level increased slightly to 11.0 percent, with 2.9 percent of households receiving public assistance. Within low-income CTs, families below the poverty level increased to 33.5, but fell slightly to 13.1 percent in moderate-income CTs. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which almost doubled between 2000 and 2010.

### Employment and Economic Factors

As of December 2012, according to the Bureau of Labor Statistics, the unemployment rate for the MSA is 8.0 percent and the statewide unemployment rate for Connecticut is 7.8 percent. As of December 2008, the MSA unemployment rate was 6.5 percent, and the state unemployment rate was 6.6 percent. The AA is primarily urban with most of the population residing in larger cities. According to the Bureau of Labor Statistics labor force data, leading industries are education and health services, trade, transportation and utilities, government, restaurants, and professional and business services, and leisure and hospitality. Major employers in this AA are Yale University, Yale New Haven Health System, Southern Connecticut State University, Bozzuto's Inc., and VA Medical Center-West Haven.

### Housing

Based on 2000 census data, 207,730 of all housing units, or 59.5 percent, are owner occupied, and 34.2 percent being occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 68.0 and 54.3 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (31.5 percent) and in low- (64.6 percent) and moderate-income (46.8 percent) areas. According to the National Association of Realtors, the median housing price in the MSA was \$220,600 in 2012. This median price was significantly higher than the 2000 census median housing value of \$144,102. According to the Forclosure-Response.org, the December 2012 foreclosure rate in this MSA was 7.2 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a housing development corporation with a mission of providing safe, affordable housing and homeownership opportunities for low and moderate-income individuals in New Haven, CT. The organization acquires and rehabilitates existing structures to provide affordable housing stock in the city and helps to stabilize neighborhoods. The organization has renovated over 260 homes for low-and moderate-income families, provides other homeownership services for first time homebuyers, and homeownership and foreclosure counseling. The contact acknowledged that while the highly competitive market in New York City makes finding CRA opportunities difficult, the contact also stated opportunities are actually endless. According to the contact, some of the most pressing financial needs and opportunities for financial institutions in this AA are:

- Affordable housing;
- Job training and employment opportunities; and
- Better education for low- and moderate-income individuals.

## Portland MSA

Demographic Information for Full Scope Area: Portland MSA 2000 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	100	3.00	15.00	68.00	14.00	0.00
Population by Geography	452,354	1.44	12.56	71.71	14.30	0.00
Owner-Occupied Housing by Geography	126,236	0.34	9.42	73.75	16.49	0.00
Business by Geography	51,000	1.62	15.10	69.78	13.50	0.00
Farms by Geography	1,183	0.76	10.40	70.08	18.77	0.00
Family Distribution by Income Level	119,070	17.47	19.13	24.98	38.41	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	43,584	1.93	17.55	71.55	8.97	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		52,773 70,100 8%	Median Housing Value Unemployment Rate (2000 US Census)		132,762 1.93%	

(\* ) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Portland MSA 2010 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	107	2.80	16.82	57.01	22.43	0.93
Population by Geography	478,805	1.76	13.80	59.14	25.30	0.00
Owner-Occupied Housing by Geography	140,317	0.36	11.20	60.19	28.25	0.00
Business by Geography	48,912	7.41	11.98	54.91	25.70	0.00
Farms by Geography	1,223	3.03	9.48	59.36	28.13	0.00
Family Distribution by Income Level	126,263	18.99	18.20	23.26	39.55	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	46,965	1.95	20.00	61.11	16.94	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		67,971 71,100 10%	Median Housing Value Unemployment Rate (2010 US Census)		258,885 3.11%	

(\* ) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Portland-South Portland-Biddeford MSA consists of Cumberland and York Counties, Maine. These counties are contiguous. As of June 30, 2011 and June 30, 2012, the bank had \$487.2 and \$531.8 million, respectively, in deposits in this AA. This represents 63.9 and 66.3 percent, respectively, of the bank’s total deposits in the state of Maine. As of June 30, 2012, there are 18 FDIC insured financial institutions in the AA with 185 offices. People’s main competitors include TD Bank USA, NA, TD Bank, NA, KeyBank, NA, Bank of America, NA, and Kennebunk Savings Bank. People’s operates 17 branches and 17 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 478,805. Since 2000, the AA has seen a slight population growth of approximately 5.8 percent. The 2011 HUD and 2012 FFEIC adjusted median family incomes for the AA are \$70,100 and \$71,100, respectively. According to 2000 census data, approximately 17.5 percent of families were low-income, earning a median annual income of less than \$27,326. With the 2010 census data, the percent of low-income families increased to 19.0 percent. The percent of moderate-income families dropped from 19.1 families in the 2000 census to 18.2 percent in 2010. 2000 census data showed approximately 8.0 percent of all households had incomes below the poverty level, and 3.8 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is high at 34.4 and 11.0 percent, respectively. In the 2010 census, the percent of households below the poverty level increased to 10.0 percent. Within low- and moderate-income CTs, families below the poverty level also increased to 40.1 and 12.7 percent, respectively. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which more than doubled between 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MSA was 5.9 percent, and the statewide unemployment rate for Maine was 7.3 percent. As of December 2008, the unemployment rate for the MSA was 5.4 percent, and the unemployment rate for the state was 6.9 percent. According to the Bureau of Labor Statistics labor force data, leading industries are trade, transportation, and utilities, education and health services, professional and business services, leisure and hospitality, and government. Major employers in this AA are TD Bank, NA., Maine Medical Center, Unum Life Insurance Company of America, the City of Portland, and the Portland Public School District,

### Housing

Based on 2000 census data, 126,236 of all housing units, or 58.2 percent, are owner occupied, and 26.0 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 82.1 and 43.8 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (23.4 percent) and in low- (77.4 percent) and moderate-income (39.2 percent) areas. According to the National Association of Realtors, the median housing price in the AA was \$219,500 in 2012. This median price was significantly higher than the 2000 census median housing value of \$132,762. According to the Forclosure-Response.org, the December 2012 foreclosure rate in this MSA, was 5.9 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a community-based organization that helps individuals and families to build better communities by providing 50 integrated community based and clinical programs serving more than 20,000 people. Services include early education and childcare, nutrition programming, advocacy, information and referral, mental health and substance abuse treatment, and basic needs for people living in poverty. According to the contact, some of the most pressing financial needs and opportunities for financial institutions in this AA are as follows:

- Basic needs for rural communities such as transportation and infrastructure;
- Affordable housing particularly to address homelessness; and

- Financial support for community needs based programs.

## Springfield MSA

Demographic Information for Full Scope Area: Springfield MSA 2000 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	126	13.49	17.46	42.06	26.19	0.79
Population by Geography	612,332	9.36	19.19	44.49	26.96	0.00
Owner-Occupied Housing by Geography	144,562	2.61	12.10	52.15	33.13	0.00
Business by Geography	50,533	10.85	16.92	42.76	29.47	0.00
Farms by Geography	1,252	1.20	7.27	48.72	42.81	0.00
Family Distribution by Income Level	150,692	22.08	17.15	21.77	39.00	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	59,113	16.74	24.84	43.18	15.24	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		51,150 69,300 13%	Median Housing Value Unemployment Rate (2000 US Census)		118,909 2.80%	

(\*) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Springfield MSA 2010 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	157	14.01	19.75	37.58	27.39	1.27
Population by Geography	692,942	11.64	20.77	37.15	30.03	0.41
Owner-Occupied Housing by Geography	173,189	2.85	16.13	44.11	36.91	0.00
Business by Geography	54,459	12.49	18.49	37.01	31.85	0.16
Farms by Geography	1,546	2.07	8.54	46.12	43.27	0.00
Family Distribution by Income Level	168,159	23.43	16.47	19.58	40.52	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	67,089	17.60	29.36	34.87	18.16	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		65,772 70,200 15%	Median Housing Value Unemployment Rate (2010 US Census)		216,979 4.45%	

(\*) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Springfield MSA consists of Hampden, Hampshire, and Franklin Counties, Massachusetts. All counties are contiguous. As of June 30, 2011 and June 30, 2012, the bank had \$539.3 and \$557.6 million, respectively, in deposits in this AA. This represents 61.4 and 60.9 percent, respectively, of the bank’s total deposits in the state of Massachusetts, excluding the Boston MMSA. As of June 30, 2012, there are 24 FDIC insured financial institutions in the AA with 234 offices. People’s main competitors include TD Bank, NA, Bank of America, NA, People’s Bank, United Bank, and Florence Savings Bank. People’s operates 11 branches and 11 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 692,942. Since 2000, the AA has seen a population growth of approximately 13.2 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$69,300 and \$70,200, respectively. According to 2000 census data, approximately 22.1 percent of families were low-income, earning a median annual income of less than \$25,794. With the 2010 census data, the percent of low-income families increased to 23.4 percent. The percent of moderate-income families dropped from 17.2 families in the 2000 census to 16.5 percent in 2010. 2000 census data showed approximately 13.0 percent of all households had incomes below the poverty level, and 4.7 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is high at 42.0 and 18.2 percent, respectively. In the 2010 census, the percent of households below the poverty level increased slightly to 15.0 percent. Within low-income CTs, families below the poverty level decreased slightly to 41.3 percent, with the level in moderate-income CTs increased slightly to 18.9 percent. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, an 82.5 percent increase between 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MSA was 7.7 percent. The statewide unemployment rate for Massachusetts was 6.6 percent. The MSA unemployment rate, as of December 2008, was 7.1 percent, and the state unemployment rate was 8.1 percent. According to the Bureau of Labor Statistics labor force data, leading industries are trade, transportation, and utilities, education and health services, government, manufacturing, leisure and hospitality. Major employers in this AA are Baystate Health System, Springfield Public Schools, Sisters of Providence Health System, MassMutual Financial Group, C & S Wholesale Grocers Inc., Hampden County House-Correction, and Holyoke Medical Center.

### Housing

Based on 2000 census data, 144,562 of all housing units, or 58.6 percent, are owner occupied, and 36.3 percent being occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 73.9 and 54.9 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (32.6 percent) and in low- (70.7 percent) and moderate-income (45.4 percent) areas. According to the National Association of Realtors, the median housing price in the AA was \$178,900 in 2012. This median price was significantly higher than the 2000 census median housing value of \$118,909. According to the Foreclosure-Response.org, the December 2012 foreclosure rate in this MSA was 5.8 percent, which was below the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a community organization that provides affordable housing, education and support to tenants and homeowners in Hampden and Hampshire counties. They assist more than 20,000 households each year and is a large nonprofit developer of affordable housing. A wide range of programs and services are provided to address affordable housing needs such as affordable housing development, emergency shelter, first time homebuyer counseling, foreclosure prevention, landlord education, rental assistance, shelter for homeless families and transitional housing assistance. According to the contact, some of the most pressing financial needs and opportunities for financial institutions in this AA as follows:

- Affordable housing, including transitional housing and homeless shelters;
- Employment opportunities and economic development; and
- Support of revitalization projects in former mill town communities in the AA.

## Manchester-Nashua, NH MSA

Demographic Information for Full Scope Area: Manchester MSA 2000 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	81	2.47	23.46	51.85	22.22	0.00
Population by Geography	380,841	2.68	17.41	52.62	27.29	0.00
Owner-Occupied Housing by Geography	93,820	0.73	8.76	56.63	33.88	0.00
Business by Geography	42,475	1.92	17.70	51.63	28.75	0.00
Farms by Geography	907	0.55	6.84	61.08	31.53	0.00
Family Distribution by Income Level	99,448	16.82	18.82	26.62	37.74	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	35,448	4.74	26.94	52.65	15.67	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		62,255 85,200 6%	Median Housing Value Unemployment Rate (2000 US Census)		132,097 1.87%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Manchester MSA 2010 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	86	9.30	22.09	48.84	18.60	1.16
Population by Geography	400,721	6.59	18.76	51.11	23.55	0.00
Owner-Occupied Housing by Geography	105,611	1.81	14.24	55.69	28.26	0.00
Business by Geography	40,964	11.27	14.41	49.51	24.50	0.30
Farms by Geography	933	3.11	10.50	56.70	29.58	0.11
Family Distribution by Income Level	104,907	18.88	18.83	23.63	38.65	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	39,569	10.18	26.27	48.45	15.10	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		81,794 86,400 7%	Median Housing Value Unemployment Rate (2010 US Census)		265,701 3.44%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Manchester-Nashua, NH MSA consists of Hillsborough County New Hampshire. As of June 30, 2011 and June 30, 2012, the bank had \$303.9 and \$ 339 million, respectively, in deposits in this AA. This represents 45.6 and 47.5 percent, respectively, of the bank's total deposits in the state of New Hampshire. As of June 30, 2012, there are 17 FDIC insured financial institutions in the AA with 103 offices. People's main competitors include RBS Citizens Bank, NA, Bank of America, NA, TD Bank, NA, Centrix Bank and Trust, and Sovereign Bank. People's operates nine branches and nine deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 400,721. Since 2000, the AA has seen a slight population growth of approximately 5.2 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$85,200 and \$86,400, respectively. According to 2000 census data, approximately 16.8 percent of families were low-income, earning a median annual income of less than \$32,303. With the 2010 census data, the percent of low-income families increased to 18.9 percent. The percent of moderate-income families remained at approximately 18.8 percent from the 2000 to 2010 census. 2000 census data showed at 6.4 percent of all households had incomes below the poverty level, and 3.3 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is high at 19.1 and 11.6 percent, respectively. In the 2010 census, the percent of households below the poverty level increased to 7.5 percent. Within low-income CTs, families below the poverty level increased to 25.6 percent, but fell in moderate-income CTs to 10.7 percent. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, the two most significant differences in the demographic data for these census years are an increase in the number of low-income CTs and a very significant increase in median housing values, which more than doubled between 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MSA was 5.4 percent. The statewide unemployment rate for New Hampshire was 5.6 percent. As of December 2008, the MSA unemployment rate was 4.1 percent, and the state unemployment rate was 4.3 percent. According to the Bureau of Labor Statistics labor force data, leading industries are trade, transportation, and utilities, education and health services, professional and business services, manufacturing, and government. Major employers in this AA are Elliot Hospital, Catholic Medical Center, Verizon Communications, Public Service of New Hampshire, and Citizens Bank.

### Housing

Based on 2000 census data, 93,820 of all housing units, or 62.6 percent, are owner occupied, and 33.8 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 80.0 and 67.8 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (28.9 percent) and in low- (74.0 percent) and moderate-income (46.6 percent) areas. According to the National Association of Realtors, the median housing price in the AA was \$212,800 in 2012. This median price was higher than the 2000 census median housing value of \$132,097. According to the Forclosure-Response.org, the December 2012 foreclosure rate in this MSA was 3.3 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a local housing organization that serves 180 homeless individuals including whole families. The organization provides comprehensive support to help participants overcome the root causes of their homelessness and offers programs and services to help participants gain emotional independence and self-sufficiency. They also own and operate two nonprofit thrift stores, and a commercial office cleaning business in the AA. The revenue from these businesses is used to support the organization's two housing facilities. Some of the most pressing financial needs and opportunities for financial institutions in this AA are as follows:

- Affordable housing for low- and moderate-income families;
- Job training and employment opportunities with meaningful wages;
- Access to reliable transportation, increased public transportation;

- Affordable consumer lending products, particularly for vehicles;
- Affordable childcare; and
- Grant support for housing programs.

## Nassau County-Suffolk County, NY MD

Demographic Information for Full Scope Area: Nassau Suffolk MD 2000 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	597	0.67	14.07	62.81	19.77	2.68
Population by Geography	2,753,913	0.76	16.02	64.36	18.86	0.01
Owner-Occupied Housing by Geography	733,628	0.22	12.21	66.17	21.40	0.00
Business by Geography	335,372	0.58	12.84	62.87	23.70	0.01
Farms by Geography	6,174	0.34	17.96	65.40	16.29	0.00
Family Distribution by Income Level	712,551	18.03	18.61	24.19	39.18	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	261,056	1.25	22.16	65.10	11.48	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		76,221 106,100 5%	Median Housing Value Unemployment Rate (2000 US Census)		240,638 1.89%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Nassau-Suffolk MD 2010 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	607	2.14	15.82	58.32	22.24	1.48
Population by Geography	2,832,882	2.32	17.95	58.87	20.71	0.15
Owner-Occupied Housing by Geography	766,459	1.02	14.16	61.25	23.57	0.00
Business by Geography	320,063	1.48	14.79	59.05	24.68	0.00
Farms by Geography	6,181	1.75	18.40	62.00	17.86	0.00
Family Distribution by Income Level	715,052	19.01	18.46	23.77	38.76	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	267,894	3.16	24.95	58.84	13.05	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		101,543 107,500 6%	Median Housing Value Unemployment Rate (2010 US Census)		501,660 3.00%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the New York-Newark-Edison MMSA consists of the Nassau County-Suffolk County MD, which is comprised of Nassau and Suffolk Counties New York. The counties are contiguous. As of June 30, 2011 and June 30, 2012, the bank had \$1.7 and \$1.65 billion, respectively, in deposits in this AA. This represents 78.2 and 65.7 percent, respectively, of the bank's total deposits in the state of New York. As of June 30, 2012, there are 47 FDIC insured financial institutions in the AA with 972 offices. People's main competitors include JPMorgan Chase Bank, NA, Capital One Bank, NA, Citibank, NA,

Astoria Federal Savings and Loan Association, and Bank of America, NA. People's operates 57 branches and 68 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 2,832,882. Since 2000, the AA has seen a slight population growth of approximately 2.9 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$106,100 and \$107,500, respectively. According to 2000 census data, approximately 18.0 percent of families were low-income, earning a median annual income of less than \$40,000. With the 2010 census data, the percent of low-income families increased to 19.0 percent. The percent of moderate-income families remained relatively unchanged at approximately 18.6 percent in the 2000 census and 18.5 in 2010. 2000 census data showed approximately 5.0 percent of all households had incomes below the poverty level, and 1.4 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is 16.0 and 8.8 percent, respectively. In the 2010 census, the percent of households below the poverty level rose to approximately 6.0 percent. Within low-income CTs, families below the poverty level increased slightly to 16.3 percent, but dropped slightly in moderate-income CTs to 7.8 percent. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which more than doubled between 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MD was 7.1 percent and the statewide unemployment rate for New York was 8.2 percent. As of December 2008, the MD unemployment rate was 5.8 percent, and the state unemployment rate was 6.8 percent. The AA is primarily suburban with most of the population residing in large towns. The AA is on the Northeast coast within a commutable distance to New York City. According to the Bureau of Labor Statistics labor force data, leading industries are trade, transportation, and utilities, education and health services, government, professional and business services, and leisure and hospitality. Major employers in this AA are North Shore-Long Island Jewish Healthcare System, Cablevision Systems, Verizon, Waldbaums, JP Morgan Chase Bank, N.A., and Winthrop South Nassau University Health System.

### Housing

Based on 2000 census data, 733,628 of all housing units, or 74.8 percent, are owner occupied, and 18.7 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 67.3 and 31.2 percent, respectively. The 2010 census saw a decrease in occupied rental units, both in total (16.6 percent) and in low- (51.8 percent) and moderate-income (28.9 percent) areas. According to the National Association of Realtors, the median housing price in the AA is \$382,700 in 2012. This median price is significantly higher than the 2000 census median housing value of \$240,638. According to the Foreclosure-Response.org, the December 2012 foreclosure rate in the New York MMSA of which this AA is a part of, was 8.5 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a nonprofit organization that promotes small business ownership by women in the AA. According to the contact, some of the most pressing financial needs and opportunities for financial institutions in this AA are as follows:

- Partnerships between banks and community organizations to serve community needs;

- Small business loans including access to capital for new businesses ventures;
- More lending options for low-income individuals;
- Community outreach programs; and
- Donations.

## Burlington-South Burlington, VT MSA

Demographic Information for Full Scope Area: Burlington MSA 2000 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	43	2.33	18.60	55.81	23.26	0.00
Population by Geography	198,889	1.51	13.36	58.93	26.21	0.00
Owner-Occupied Housing by Geography	52,104	0.38	11.02	58.88	29.72	0.00
Business by Geography	26,045	1.46	16.50	52.79	29.25	0.00
Farms by Geography	898	0.78	13.25	60.69	25.28	0.00
Family Distribution by Income Level	49,628	17.48	19.50	24.68	38.34	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	18,353	2.11	21.61	60.43	15.84	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		55,265 75,700 9%	Median Housing Value Unemployment Rate (2000 US Census)		129,391 2.20%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full Scope Area: Burlington MSA 2010 Census						
Demographic Characteristics	#	Low percent of #	Moderate percent of #	Middle percent of #	Upper percent of #	NA* percent of #
Geographies (Census Tracts/BNAs)	47	2.13	21.28	55.32	19.15	2.13
Population by Geography	211,261	1.49	19.57	55.39	23.55	0.00
Owner-Occupied Housing by Geography	56,920	0.38	15.61	58.44	25.50	0.07
Business by Geography	25,018	1.79	20.03	53.45	24.59	0.14
Farms by Geography	902	0.67	21.40	54.32	23.61	0.00
Family Distribution by Income Level	51,907	18.30	18.99	23.52	39.19	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	19,356	1.68	28.00	55.56	14.56	0.19
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		72,928 76,700 10%	Median Housing Value Unemployment Rate (2010 US Census)		250,895 3.03%	

(\*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2010 US Census and 2012 FFIEC updated MFI

This AA within the Burlington-South Burlington, VT MSA consists of Chittenden, Franklin and Grand Isle counties in Vermont. All counties are contiguous. The City of Burlington is the largest city in Vermont and the seat of Chittenden County. As of June 30, 2011 and June 30, 2012, the bank had \$1.1 and \$1.2 billion, respectively, in deposits in this AA. This represents 46.4 and 47.4 percent, respectively, of the bank's total deposits in the state of Vermont. As of June 30, 2012, there were 12 FDIC insured financial institutions in the AA with 73 offices. People's main competitors include TD Bank, NA, KeyBank, NA, Merchants Bank, NA, and RBS Citizens Bank, NA. People's operates 12 branches and 15 deposit-taking ATMs in this AA.

Based on the 2010 census, the population of the AA is 211,261. Since 2000, the AA has seen a population growth of approximately 6.2 percent. The 2011 HUD and 2012 FFIEC adjusted median family incomes for the AA are \$75,700 and \$76,700, respectively. According to 2000 census data, approximately 17.5 percent of families were low-income, earning a median annual income of less than \$28,223. With the 2010 census data, the percent of low-income families slightly increased to 18.3 percent. The percent of moderate-income families dropped slightly to 19.50 in 2000 to 18.99 in the 2010 census. 2000 census data showed approximately 9.0 percent of all households had incomes below the poverty level, and 4.1 percent of households received public assistance. Within low- and moderate-income CTs, the percent of families below the poverty level is relatively high at 27.2 and 12.8 percent, respectively. In the 2010 census, the percent of households below the poverty level increased to 10.0 percent. Within low- and moderate-income CTs, families below the poverty level increased to 40.9 and 14.3 percent, respectively. As demonstrated in the demographic tables for 2000 and 2010 on the previous page, there is not a significant difference in the demographic data for these census years other than a very significant increase in median housing values, which more than doubled between 2000 and 2010.

### Employment and Economic Factors

According to the Bureau of Labor Statistics, as of December 2012, the unemployment rate for the MSA was 3.7 percent. The statewide unemployment rate for Vermont was 4.7 percent. As of December 2008, the MSA unemployment rate was 5.1 percent, and the state unemployment rate was 5.9 percent. According to the Bureau of Labor Statistics labor force data, leading industries are trade, transportation and utilities, government, education and health services, manufacturing, and professional and business services. Major employers in this AA are Fletcher Allen Hospital, the University of Vermont, Burlington City Schools, and the City of Burlington.

### Housing

Based on 2000 census data, 52,104 housing units, or 63.0 percent, are owner occupied, and 28.9 percent are occupied rental units. Within low- and moderate-income CTs, the percent of occupied rental units is high at 83.8 and 41.6 percent, respectively. In 2010, census data showed a slight decrease in occupied rental units, both in total (28.8 percent) and in low- income areas (79.8 percent), and a slight increase in moderate-income areas (42.7 percent). According to the National Association of Realtors, the median housing price in the AA is \$270,600 in 2012. This median price was significantly higher than the 2000 census median housing price of \$129,391 and the 2010 census median housing price of \$250,895. According to the Foreclosure-Response.org, the December 2012 foreclosure rate in this MSA was 4.2 percent, which was above the national foreclosure rate of 2.95 percent.

### Community Contact

In conjunction with this evaluation, we contacted a local business association that provides various services and programs to enhance the economy of the area and promotes the area as an ideal place to live and work in Vermont. The contact noted that while affordable housing remains a need in the AA, there has been progress made in addressing the need through the support of financial institutions in the area.

## Appendix D: Tables of Performance Data

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### Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and percent Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Deposit data are compiled by the FDIC and are available as of June 30<sup>th</sup> of each year. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

The following is a listing and brief description of the tables included in each set:

**Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As \_\_.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans.

**Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.

**Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.

**Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.

**Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.

**Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.

**Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.

**Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.

**Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.

**Table 10. Borrower Distribution of Refinance Loans** - See Table 8.

**Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

**Table 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

**Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL)** - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

**Table 14. Qualified Investments** - Presents the number and dollar amount of qualified investments made by the bank in each MA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As \_\_.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings** - Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle-, and upper-income geographies to the percentage of the population within each geography in each MA/AA. The table also presents data on branch openings and closings in each MA/AA.

## Tables of Performance Data

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**Boston-Cambridge-Quincy, MA-NH MMSA – April 16, 2010 – December 31, 2011**  
**Boston-Cambridge-Quincy, MA-NH MMSA – January 1, 2012 – December 31, 2012**

**State of Connecticut – July 1, 2009 – December 31, 2011**  
**State of Connecticut – January 1, 2012 – December 31, 2012**

**State of Maine – July 1, 2009 – December 31, 2011**  
**State of Maine – January 1, 2012 – December 31, 2012**

**State of Massachusetts – July 1, 2009 – December 31, 2011**  
**State of Massachusetts – January 1, 2012 – December 31, 2012**

**State of New Hampshire – July 1, 2009 – December 31, 2011**  
**State of New Hampshire – January 1, 2012 – December 31, 2012**

**State of New York – July 1, 2009 – December 31, 2011**  
**State of New York – January 1, 2012 – December 31, 2012**

**State of Vermont – July 1, 2009 – December 31, 2011**  
**State of Vermont – January 1, 2012 – December 31, 2012**

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: BOSTON MMSA												
Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Peabody MD	19.45	338	98,096	111	21,915	0	0	2	480	451	120,491	33.40
<b>Limited Review:</b>												
Boston MD	8.32	161	199,614	29	6,130	0	0	3	4,842	193	210,586	4.30
Cambridge MD	17.51	286	161,703	116	30,092	0	0	4	12,102	406	203,897	12.10
Rockingham MD	54.72	477	99,693	787	104,996	2	60	3	4,300	1,269	209,049	50.10

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from July 01, 2011 to December 31, 2011.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>1</sup>					
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans	% Owner Occ Units <sup>***</sup>	% BANK Loans	% Owner Occ Units <sup>***</sup>	% BANK Loans	Over all	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Peabody MD	108	26.28	1.66	4.63	11.05	12.04	55.92	49.07	31.37	34.26	0.75	0.32	0.32	0.73	1.02	
<b>Limited Review:</b>																
Boston MD	60	14.60	6.73	1.67	38.61	33.33	32.74	23.33	21.92	41.67	0.63	0.15	0.56	0.34	1.40	
Cambridge MD	95	23.11	0.94	0.00	14.92	20.00	53.92	31.58	30.23	48.42	0.39	0.00	0.25	0.20	0.80	
Rockingham MD	148	36.01	0.00	0.00	16.82	14.19	63.78	66.22	19.40	19.59	0.89	0.00	0.46	1.00	0.84	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: BOSTON MMSA				Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Peabody MD	42	34.71	1.66	2.38	11.05	16.67	55.92	42.86	31.37	38.10	1.78	0.00	2.44	1.31	2.33
<b>Limited Review:</b>															
Boston MD	5	4.13	6.73	20.00	38.61	40.00	32.74	20.00	21.92	20.00	0.29	1.47	0.36	0.26	0.00
Cambridge MD	14	11.57	0.94	0.00	14.92	28.57	53.92	14.29	30.23	57.14	0.26	0.00	0.65	0.00	0.54
Rockingham MD	60	49.59	0.00	0.00	16.82	8.33	63.78	71.67	19.40	20.00	2.84	0.00	0.69	2.86	5.00

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	182	25.96	1.66	0.55	11.05	4.95	55.92	44.51	31.37	50.00	0.52	0.00	0.33	0.43	0.66									
<b>Limited Review:</b>																								
Boston MD	87	12.41	6.73	4.60	38.61	21.84	32.74	22.99	21.92	50.57	0.43	0.18	0.33	0.28	0.75									
Cambridge MD	177	25.25	0.94	0.00	14.92	7.34	53.92	29.38	30.23	63.28	0.25	0.00	0.12	0.12	0.44									
Rockingham MD	255	36.38	0.00	0.00	16.82	7.84	63.78	67.84	19.40	24.31	0.80	0.00	0.51	0.91	0.66									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	6	20.69	14.41	0.00	28.40	50.00	46.94	50.00	10.24	0.00	1.82	0.00	2.17	2.33	0.00									
<b>Limited Review:</b>																								
Boston MD	9	31.03	20.53	22.22	40.34	66.67	18.36	0.00	20.76	11.11	1.37	3.23	1.85	0.00	0.00									
Cambridge MD	0	0.00	7.40	0.00	30.67	0.00	48.78	0.00	13.16	0.00	0.00	0.00	0.00	0.00	0.00									
Rockingham MD	14	48.28	0.00	0.00	30.35	28.57	64.88	71.43	4.78	0.00	7.32	0.00	22.22	3.33	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	111	10.64	5.36	4.50	13.89	13.51	50.29	57.66	30.46	24.32	0.73	0.52	0.68	0.87	0.58									
<b>Limited Review:</b>																								
Boston MD	29	2.78	21.22	20.69	27.16	41.38	21.06	13.79	30.56	24.14	0.13	0.26	0.32	0.07	0.10									
Cambridge MD	116	11.12	2.86	0.86	16.58	12.07	50.74	69.83	29.82	17.24	0.26	0.00	0.15	0.37	0.16									
Rockingham MD	787	75.46	0.00	0.00	16.31	14.99	66.91	73.19	16.78	11.82	3.89	0.00	4.48	4.37	2.29									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	0	0.00	1.29	0.00	8.57	0.00	53.26	0.00	36.87	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Boston MD	0	0.00	10.92	0.00	32.28	0.00	29.37	0.00	27.43	0.00	0.00	0.00	0.00	0.00	0.00									
Cambridge MD	0	0.00	0.97	0.00	10.99	0.00	54.13	0.00	33.91	0.00	0.00	0.00	0.00	0.00	0.00									
Rockingham MD	2	100.00	0.00	0.00	10.42	0.00	68.73	100.00	20.84	0.00	3.13	0.00	0.00	3.85	0.00									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE																
Geography: BOSTON MMSA																
Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011																
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>4</sup>					
	#	% of Total**	% Families***	% BANK Loans****	% Families <sub>4</sub>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Peabody MD	108	26.28	20.76	12.09	17.43	18.68	21.99	20.88	39.82	48.35	0.81	0.93	0.49	0.67	1.08	
<b>Limited Review:</b>																
Boston MD	60	14.60	34.53	5.56	19.04	3.70	19.33	9.26	27.11	81.48	0.73	0.26	0.13	0.30	1.33	
Cambridge MD	95	23.11	19.32	9.52	18.26	8.33	22.74	10.71	39.69	71.43	0.43	0.22	0.17	0.18	0.80	
Rockingham MD	148	36.01	16.53	9.03	19.79	27.08	26.38	31.25	37.30	32.64	0.99	0.56	0.87	0.99	1.22	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 9.2% of loans originated and purchased by bank.

4 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>5</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	42	34.71	20.76	18.42	17.43	7.89	21.99	23.68	39.82	50.00	1.68	4.26	0.78	1.11	1.96									
<b>Limited Review:</b>																								
Boston MD	5	4.13	34.53	25.00	19.04	0.00	19.33	25.00	27.11	50.00	0.21	1.89	0.00	0.45	0.00									
Cambridge MD	14	11.57	19.32	0.00	18.26	16.67	22.74	41.67	39.69	41.67	0.24	0.00	0.14	0.41	0.23									
Rockingham MD	60	49.59	16.53	10.17	19.79	25.42	26.38	20.34	37.30	44.07	2.82	1.82	2.78	0.90	4.87									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 6.6% of loans originated and purchased by bank.

<sup>5</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011					Market Share <sup>6</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>6</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Peabody MD	182	25.96	20.76	3.37	17.43	20.79	21.99	18.54	39.82	57.30	0.62	0.44	0.79	0.46	0.67	
<b>Limited Review:</b>																
Boston MD	87	12.41	34.53	2.41	19.04	2.41	19.33	9.64	27.11	85.54	0.51	0.00	0.10	0.22	0.77	
Cambridge MD	177	25.25	19.32	5.78	18.26	10.40	22.74	8.67	39.69	75.14	0.29	0.29	0.12	0.07	0.49	
Rockingham MD	255	36.38	16.53	7.69	19.79	19.43	26.38	26.72	37.30	46.15	0.96	0.98	1.15	0.81	0.96	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.9% of loans originated and purchased by bank.

<sup>6</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: BOSTON MMSA					Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Peabody MD	111	10.64	69.24	37.84	58.56	14.41	27.03	0.73	0.67
<b>Limited Review:</b>									
Boston MD	29	2.78	61.81	58.62	55.17	10.34	34.48	0.13	0.20
Cambridge MD	116	11.12	66.76	20.69	46.55	10.34	43.10	0.26	0.11
Rockingham MD	787	75.46	70.44	51.84	65.69	18.42	15.88	3.89	4.83

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 14.00% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: BOSTON MMSA			Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Peabody MD	0	0.00	96.59	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Boston MD	0	0.00	93.69	0.00	0.00	0.00	0.00	0.00	0.00
Cambridge MD	0	0.00	95.51	0.00	0.00	0.00	0.00	0.00	0.00
Rockingham MD	2	100.00	97.67	100.00	100.00	0.00	0.00	3.13	7.14

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
			Geography: BOSTON MMSA		Evaluation Period: APRIL 16, 2010 TO JUNE 30, 2013				
Assessment Area:	Prior Period Investments <sup>*</sup>		Current Period Investments		Total Investments			Unfunded Commitments <sup>**</sup>	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
<b>Full Review:</b>									
Essex County MD (Peabody)	0	0	84	444	84	444	38.71	0	0
<b>Limited Review:</b>									
Boston MD	0	0	74	334	74	334	29.12	0	0
Cambridge MD	0	0	64	282	64	282	24.59	1	250
Rockingham MD	0	0	63	87	63	87	7.59	0	0

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
								Geography: BOSTON MMSA				Evaluation Period: APRIL 16, 2010 TO DECEMBER 31, 2011					
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Peabody MD	33.40	22	39.28	0.00	13.64	54.55	31.82	0	0	0	0	0	0	6.49	18.99	49.28	25.25
<b>Limited Review:</b>																	
Boston MD	4.30	8	14.29	37.5	12.5	0.00	50.00	4	0	+2	0	0	+2	16.63	47.32	23.21	12.75
Cambridge MD	12.10	10	17.86	10.00	40.00	40.00	10.00	1	0	0	0	0	+1	3.46	22.32	49.69	24.54
Rockingham MD	50.10	16	28.57	0.00	25.00	56.25	18.75	0	1	0	0	-1	0	0.00	19.21	63.51	17.27

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: BOSTON MMSA												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012												
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Peabody MD	23.31	233	74,750	116	20,894	0	0	0	0	349	95,644	50.20
<b>Limited Review:</b>												
Boston MD	19.84	246	161,611	51	10,708	0	0	0	0	297	172,319	11.60
Cambridge MD	21.91	252	189,612	76	15,502	0	0	0	0	328	205,114	16.40
Rockingham MD	34.94	217	93,708	306	45,131	0	0	0	0	523	138,839	21.90

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Peabody MD	51	19.10	3.78	1.96	14.28	5.88	41.46	41.18	40.47	50.98	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Boston MD	94	35.21	5.06	4.26	13.47	6.38	38.82	13.83	42.64	75.53	0.00	0.00	0.00	0.00	0.00	
Cambridge MD	71	26.59	1.75	1.41	15.65	4.23	49.92	28.17	32.68	66.20	0.00	0.00	0.00	0.00	0.00	
Rockingham MD	51	19.10	0.41	0.00	19.81	17.65	59.05	68.63	20.73	13.73	0.00	0.00	0.00	0.00	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: BOSTON MMSA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Peabody MD	21	47.73	3.78	0.00	14.28	4.76	41.46	38.10	40.47	57.14	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Boston MD	4	9.09	5.06	0.00	13.47	25.00	38.82	25.00	42.64	50.00	0.00	0.00	0.00	0.00	0.00
Cambridge MD	3	6.82	1.75	0.00	15.65	0.00	49.92	0.00	32.68	100.00	0.00	0.00	0.00	0.00	0.00
Rockingham MD	16	36.36	0.41	0.00	19.81	6.25	59.05	68.75	20.73	25.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	160	25.68	3.78	2.50	14.28	8.75	41.46	33.13	40.47	55.63	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Boston MD	146	23.43	5.06	3.42	13.47	7.53	38.82	16.44	42.64	72.60	0.00	0.00	0.00	0.00	0.00									
Cambridge MD	174	27.93	1.75	1.15	15.65	4.60	49.92	22.99	32.68	71.26	0.00	0.00	0.00	0.00	0.00									
Rockingham MD	143	22.95	0.41	0.00	19.81	16.78	59.05	53.15	20.73	30.07	0.00	0.00	0.00	0.00	0.00									

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	1	7.14	22.76	0.00	23.02	0.00	35.58	0.00	18.64	100.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Boston MD	2	14.29	18.36	0.00	19.20	50.00	32.93	0.00	29.52	50.00	0.00	0.00	0.00	0.00	0.00									
Cambridge MD	4	28.57	10.23	0.00	28.94	0.00	43.39	25.00	17.45	75.00	0.00	0.00	0.00	0.00	0.00									
Rockingham MD	7	50.00	2.52	0.00	30.10	14.29	54.28	71.43	13.10	14.29	0.00	0.00	0.00	0.00	0.00									

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans						
<b>Full Review:</b>																
Peabody MD	116	21.28	9.20	9.48	14.09	20.69	36.92	37.07	39.79	32.76	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Boston MD	50	9.17	8.74	18.00	12.04	16.00	28.59	12.00	50.00	54.00	0.00	0.00	0.00	0.00	0.00	
Cambridge MD	76	13.94	3.86	2.63	17.15	23.68	46.10	40.79	32.90	32.89	0.00	0.00	0.00	0.00	0.00	
Rockingham MD	303	55.60	0.63	0.00	18.11	13.86	62.19	70.30	18.81	15.84	0.00	0.00	0.00	0.00	0.00	

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	0	0.00	2.72	0.00	9.12	0.00	40.00	0.00	48.16	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Boston MD	0	0.00	3.47	0.00	9.39	0.00	37.96	0.00	48.98	0.00	0.00	0.00	0.00	0.00	0.00									
Cambridge MD	0	0.00	1.43	0.00	12.21	0.00	49.88	0.00	36.48	0.00	0.00	0.00	0.00	0.00	0.00									
Rockingham MD	0	0.00	0.34	0.00	14.50	0.00	61.94	0.00	23.22	0.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>7</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families <sub>7</sub>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Peabody MD	51	19.10	22.98	10.00	16.51	6.00	19.47	22.00	41.04	62.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Boston MD	94	35.21	25.32	1.09	15.67	4.35	18.70	6.52	40.31	88.04	0.00	0.00	0.00	0.00	0.00	
Cambridge MD	71	26.59	21.50	2.94	17.01	4.41	21.79	7.35	39.71	85.29	0.00	0.00	0.00	0.00	0.00	
Rockingham MD	51	19.10	18.20	10.64	19.04	23.40	24.29	31.91	38.46	34.04	0.00	0.00	0.00	0.00	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.7% of loans originated and purchased by bank.

<sup>7</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>8</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Peabody MD	21	47.73	22.98	0.00	16.51	28.57	19.47	33.33	41.04	38.10	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Boston MD	4	9.09	25.32	0.00	15.67	0.00	18.70	33.33	40.31	66.67	0.00	0.00	0.00	0.00	0.00									
Cambridge MD	3	6.82	21.50	0.00	17.01	0.00	21.79	66.67	39.71	33.33	0.00	0.00	0.00	0.00	0.00									
Rockingham MD	16	36.36	18.20	20.00	19.04	13.33	24.29	6.67	38.46	60.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 4.5% of loans originated and purchased by bank.

<sup>8</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>9</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>9</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Peabody MD	160	25.68	22.98	8.81	16.51	11.95	19.47	17.61	41.04	61.64	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Boston MD	146	23.43	25.32	0.69	15.67	2.07	18.70	9.66	40.31	87.59	0.00	0.00	0.00	0.00	0.00	
Cambridge MD	174	27.93	21.50	3.51	17.01	2.92	21.79	12.28	39.71	81.29	0.00	0.00	0.00	0.00	0.00	
Rockingham MD	143	22.95	18.20	14.18	19.04	14.18	24.29	26.24	38.46	45.39	0.00	0.00	0.00	0.00	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

<sup>9</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: BOSTON MMSA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Peabody MD	116	21.13	73.61	33.62	55.17	22.41	22.41	0.00	0.00
<b>Limited Review:</b>									
Boston MD	51	9.29	69.63	47.06	52.94	19.61	27.45	0.00	0.00
Cambridge MD	76	13.84	71.56	42.11	57.89	15.79	26.32	0.00	0.00
Rockingham MD	306	55.74	74.02	37.91	65.36	13.73	20.92	0.00	0.00

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 24.23% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: BOSTON MMSA			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Peabody MD	0	0.00	96.84	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Boston MD	0	0.00	95.58	0.00	0.00	0.00	0.00	0.00	0.00
Cambridge MD	0	0.00	95.70	0.00	0.00	0.00	0.00	0.00	0.00
Rockingham MD	0	0.00	97.74	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: BOSTON MMSA				Evaluation Period: JANUARY 1, 2012 TO JUNE 30, 2013										
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population				
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																		
Peabody MD	50.20	19	36.54	0.00	36.84	47.37	15.79	0	0	0	0	0	0	0	11.15	19.02	36.32	33.52
<b>Limited Review:</b>																		
Boston MD	11.60	9	17.31	11.11	11.11	11.11	66.67	1	0	0	0	0	+1	14.55	19.29	33.64	32.41	
Cambridge MD	16.40	10	19.23	20.00	20.00	50.00	10.00	0	0	0	0	0	0	4.26	22.35	45.62	27.77	
Rockingham	21.90	14	26.92	0.00	14.29	57.14	28.57	0	0	0	0	0	0	0.41	21.52	57.40	20.67	

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: CONNECTICUT												
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Bridgeport MSA	38.97	3,227	1,266,743	750	91,041	0	0	14	7,600	3,991	1,365,384	55.90
Hartford MSA	26.97	2,292	412,768	466	112,804	1	200	3	5,414	2,762	531,186	19.00
New Haven MSA	25.01	2,133	392,096	421	63,350	0	0	7	5,041	2,561	460,487	17.30
<b>Limited Review:</b>												
Connecticut Non-MSA	2.49	202	29,031	51	8,794	0	0	2	821	255	38,646	2.30
Norwich MSA	6.56	509	101,754	161	29,091	0	0	2	699	672	131,544	5.50

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from July 01, 2009 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: CONNECTICUT				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Bridgeport MSA	900	33.95	3.34	7.00	16.53	35.22	39.53	32.56	40.60	25.22	3.74	6.46	5.94	3.12	3.15	
Hartford MSA	731	27.57	2.33	6.16	9.56	15.46	53.21	53.08	34.90	25.31	1.88	5.86	2.85	1.81	1.50	
New Haven MSA	797	30.06	3.04	3.89	12.33	20.45	52.39	51.57	32.24	24.09	3.23	6.84	4.84	3.05	2.62	
<b>Limited Review:</b>																
Connecticut Non-MSA	70	2.64	0.45	2.86	22.83	24.29	53.54	57.14	23.19	15.71	0.95	50.00	0.45	1.42	0.23	
Norwich MSA	153	5.77	1.09	1.31	7.53	8.50	67.69	71.24	23.70	18.95	2.00	2.44	0.44	2.23	1.88	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Bridgeport MSA	263	32.88	3.34	0.76	16.53	10.65	39.53	49.05	40.60	39.54	10.56	11.76	9.26	12.90	9.07	
Hartford MSA	237	29.63	2.33	4.22	9.56	8.02	53.21	49.37	34.90	38.40	3.57	2.86	4.29	3.11	4.16	
New Haven MSA	227	28.38	3.04	0.00	12.33	11.89	52.39	47.58	32.24	40.53	8.60	0.00	10.00	7.94	9.64	
<b>Limited Review:</b>																
Connecticut Non-MSA	25	3.13	0.45	0.00	22.83	12.00	53.54	76.00	23.19	12.00	3.35	0.00	1.25	4.42	3.03	
Norwich MSA	48	6.00	1.09	2.08	7.53	12.50	67.69	70.83	23.70	14.58	3.24	0.00	4.76	3.78	1.36	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	2,056	42.16	3.34	1.22	16.53	7.73	39.53	36.77	40.60	54.28	3.76	4.08	2.74	3.14	4.34									
Hartford MSA	1,316	26.98	2.33	1.44	9.56	4.94	53.21	49.32	34.90	44.30	1.74	2.06	1.50	1.83	1.67									
New Haven MSA	1,098	22.51	3.04	0.46	12.33	5.01	52.39	41.07	32.24	53.46	2.38	1.10	1.91	2.07	2.81									
<b>Limited Review:</b>																								
Connecticut Non-MSA	106	2.17	0.45	0.94	22.83	14.15	53.54	61.32	23.19	23.58	1.24	0.00	0.94	1.62	0.81									
Norwich MSA	301	6.17	1.09	0.33	7.53	4.98	67.69	57.48	23.70	37.21	1.82	1.92	2.09	1.68	2.04									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	8	23.53	20.80	25.00	42.87	62.50	29.03	12.50	7.31	0.00	12.24	13.33	14.81	0.00	0.00									
Hartford MSA	7	20.59	26.86	28.57	21.47	14.29	39.96	57.14	11.71	0.00	3.26	0.00	3.45	5.13	0.00									
New Haven MSA	11	32.35	20.52	18.18	29.27	18.18	42.05	36.36	8.16	27.27	4.62	0.00	0.00	4.17	22.22									
<b>Limited Review:</b>																								
Connecticut Non-MSA	1	2.94	4.81	0.00	36.64	0.00	50.10	100.00	8.44	0.00	5.56	0.00	0.00	25.00	0.00									
Norwich MSA	7	20.59	11.42	28.57	27.28	28.57	51.49	14.29	9.81	28.57	12.50	100.00	9.09	0.00	50.00									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	750	40.56	7.56	12.40	19.04	19.73	33.66	38.53	39.74	29.33	1.79	3.31	1.89	2.21	1.25									
Hartford MSA	466	25.20	8.68	9.01	11.71	14.38	48.27	43.99	31.10	32.62	1.30	2.21	1.96	1.18	1.18									
New Haven MSA	421	22.77	7.47	9.50	17.54	20.90	43.19	35.63	31.78	33.97	1.38	2.70	2.51	0.97	1.21									
<b>Limited Review:</b>																								
Connecticut Non-MSA	51	2.76	1.96	0.00	24.90	25.49	51.24	50.98	21.90	23.53	0.95	0.00	1.25	0.97	0.93									
Norwich MSA	161	8.71	1.58	1.86	13.20	11.18	59.67	68.32	25.56	18.63	2.57	2.78	2.71	3.02	1.83									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: CONNECTICUT															
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011															
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Bridgeport MSA	0	0.00	5.30	0.00	20.26	0.00	35.42	0.00	39.02	0.00	0.00	0.00	0.00	0.00	0.00
Hartford MSA	1	100.00	1.76	0.00	6.54	0.00	50.57	0.00	41.10	100.00	0.00	0.00	0.00	0.00	0.00
New Haven MSA	0	0.00	2.83	0.00	11.09	0.00	42.07	0.00	44.02	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Connecticut Non-MSA	0	0.00	0.34	0.00	13.37	0.00	53.98	0.00	32.32	0.00	0.00	0.00	0.00	0.00	0.00
Norwich MSA	0	0.00	0.39	0.00	3.15	0.00	70.70	0.00	25.76	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families***	% BANK Loans****	% Families 10	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Bridgeport MSA	900	33.95	21.61	21.58	17.25	31.28	19.58	16.55	41.56	30.59	4.11	6.55	4.62	2.97	3.77	
Hartford MSA	731	27.57	20.19	16.32	17.69	38.59	23.41	22.13	38.71	22.96	2.10	2.88	2.50	1.86	1.57	
New Haven MSA	797	30.06	20.85	9.55	17.34	39.36	22.55	29.94	39.26	21.15	3.67	4.87	4.24	3.77	2.62	
<b>Limited Review:</b>																
Connecticut Non-MSA	70	2.64	19.70	14.71	20.08	42.65	25.68	22.06	34.54	20.59	1.02	0.40	1.77	0.75	0.56	
Norwich MSA	153	5.77	18.05	20.13	18.82	29.53	25.11	30.87	38.02	19.46	2.21	2.64	2.33	2.23	1.85	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.9% of loans originated and purchased by bank.

10 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families11	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Bridgeport MSA	263	32.88	21.61	13.62	17.25	19.84	19.58	25.29	41.56	41.25	10.92	14.91	10.99	11.21	9.67	
Hartford MSA	237	29.63	20.19	8.55	17.69	20.94	23.41	28.63	38.71	41.88	3.58	2.70	3.51	4.34	3.29	
New Haven MSA	227	28.38	20.85	6.33	17.34	24.43	22.55	25.34	39.26	43.89	8.70	3.54	10.04	8.47	9.33	
<b>Limited Review:</b>																
Connecticut Non-MSA	25	3.13	19.70	16.00	20.08	36.00	25.68	24.00	34.54	24.00	3.45	2.33	6.94	3.00	1.92	
Norwich MSA	48	6.00	18.05	8.33	18.82	27.08	25.11	33.33	38.02	31.25	3.35	1.09	3.65	4.32	3.29	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.9% of loans originated and purchased by bank.

11 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>12</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	2,056	42.15	21.61	6.72	17.25	15.97	19.58	20.37	41.56	56.95	4.22	4.19	3.82	3.44	4.59									
Hartford MSA	1,317	27.00	20.19	8.08	17.69	19.31	23.41	27.85	38.71	44.77	2.03	2.84	1.81	1.96	2.04									
New Haven MSA	1,098	22.51	20.85	4.31	17.34	17.43	22.55	26.62	39.26	51.64	2.72	3.16	2.53	2.62	2.80									
<b>Limited Review:</b>																								
Connecticut Non-MSA	106	2.17	19.70	14.29	20.08	16.19	25.68	29.52	34.54	40.00	1.48	3.18	1.31	1.13	1.48									
Norwich MSA	301	6.17	18.05	11.04	18.82	22.07	25.11	31.10	38.02	35.79	2.10	3.80	1.96	2.59	1.59									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.7% of loans originated and purchased by bank.

<sup>12</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: CONNECTICUT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Bridgeport MSA	750	40.56	68.81	60.53	72.80	9.87	17.33	1.79	2.53
Hartford MSA	466	25.20	67.89	45.49	54.72	10.73	34.55	1.30	1.37
New Haven MSA	421	22.77	68.18	50.36	69.12	11.88	19.00	1.38	1.33
<b>Limited Review:</b>									
Connecticut Non-MSA	51	2.76	70.52	49.02	60.78	21.57	17.65	0.95	0.96
Norwich MSA	161	8.71	68.17	50.31	62.73	11.80	25.47	2.57	2.62

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 16.55% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: CONNECTICUT			Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Bridgeport MSA	0	0.00	97.25	0.00	0.00	0.00	0.00	0.00	0.00
Hartford MSA	1	100.00	96.85	100.00	0.00	100.00	0.00	0.00	0.00
New Haven MSA	0	0.00	96.79	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Connecticut Non-MSA	0	0.00	98.48	0.00	0.00	0.00	0.00	0.00	0.00
Norwich MSA	0	0.00	98.42	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: CONNECTICUT									
Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013									
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Bridgeport MSA	1	250	309	10,528	310	10,778	57.67	4	6,802
Hartford MSA	0	0	174	4,495	176	4,495	24.05	2	621
New Haven MSA	0	0	177	1,006	177	1,006	5.38	0	0
<b>Limited Review:</b>									
Connecticut Non-MSA	0	0	3	21	3	21	0.11	0	0
Norwich MSA	0	0	37	163	37	163	0.87	0	0
Statewide with potential benefit to an AA	1	250	5	1,976	6	2,226	11.91	0	0

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: CONNECTICUT				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of BANK Branches	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:+</b>																	
Bridgeport MSA	55.90	66	39.29	9.09	15.15	42.42	33.33	2	0	0	0	+1	+1	10.24	22.80	33.16	33.80
Hartford MSA	19.00	46	27.38	8.70	13.04	54.35	23.91	3	0	0	+2	+1	0	9.56	13.97	48.25	28.14
New Haven MSA	17.30	34	20.24	8.82	20.59	44.12	26.47	1	0	+1	0	0	0	9.45	19.46	45.77	25.31
<b>Limited Review:</b>																	
Connecticut Non-MSA	2.30	10	5.95	0.00	20.00	80.00	0.00	1	0	0	0	+1	0	2.23	28.94	49.38	19.45
Norwich MSA	5.50	12	7.14	0.00	16.67	75.00	8.33	1	0	0	0	+1	0	3.44	15.12	60.85	20.59

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: CONNECTICUT												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012												
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Bridgeport MSA	42.70	1,591	717,828	580	45,945	1	60	0	0	2,172	763,833	55.60
Hartford MSA	24.89	919	173,787	347	63,156	0	0	0	0	1,266	236,943	18.80
New Haven MSA	24.26	884	200,957	350	46,400	0	0	0	0	1,234	247,357	17.90
<b>Limited Review:</b>												
Connecticut Non-MSA	2.59	89	14,239	43	5,483	0	0	0	0	132	19,722	2.30
Norwich MSA	5.56	196	37,138	87	11,572	0	0	0	0	283	48,710	5.30

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Bridgeport MSA	327	39.16	5.20	8.56	15.88	19.57	40.35	31.50	38.57	40.37	3.10	5.52	4.28	2.48	3.01	
Hartford MSA	200	23.95	3.56	7.00	11.13	9.50	46.70	47.50	38.61	36.00	1.36	3.02	1.23	1.38	1.23	
New Haven MSA	241	28.86	3.46	3.73	16.65	24.07	40.50	37.34	39.39	34.85	2.87	3.93	4.35	2.59	2.49	
<b>Limited Review:</b>																
Connecticut Non-MSA	21	2.51	0.27	0.00	26.74	33.33	48.49	42.86	24.50	23.81	1.18	0.00	1.49	1.00	1.21	
Norwich MSA	46	5.51	1.49	4.35	11.92	8.70	56.67	63.04	29.92	23.91	1.61	3.51	1.23	1.88	1.18	

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Bridgeport MSA	103	31.21	5.20	2.91	15.88	8.74	40.35	41.75	38.57	46.60	11.08	14.29	11.11	12.18	10.11
Hartford MSA	104	31.52	3.56	4.81	11.13	8.65	46.70	44.23	38.61	42.31	3.95	7.58	3.44	3.78	4.03
New Haven MSA	87	26.36	3.46	1.15	16.65	5.75	40.50	36.78	39.39	56.32	8.06	3.70	4.46	7.44	9.61
<b>Limited Review:</b>															
Connecticut Non-MSA	16	4.85	0.27	0.00	26.74	31.25	48.49	43.75	24.50	25.00	4.62	0.00	5.00	4.24	4.94
Norwich MSA	20	6.06	1.49	0.00	11.92	10.00	56.67	60.00	29.92	30.00	2.98	0.00	3.33	2.96	3.16

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	1,146	46.04	5.20	1.31	15.88	6.11	40.35	34.73	38.57	57.85	3.64	2.51	2.29	3.40	4.11									
Hartford MSA	612	24.59	3.56	2.12	11.13	5.88	46.70	37.91	38.61	54.08	1.68	2.15	1.45	1.45	1.91									
New Haven MSA	552	22.18	3.46	0.91	16.65	7.43	40.50	30.07	39.39	61.59	2.65	1.71	2.09	2.06	3.24									
<b>Limited Review:</b>																								
Connecticut Non-MSA	52	2.09	0.27	0.00	26.74	21.15	48.49	44.23	24.50	34.62	1.23	0.00	1.26	1.17	1.30									
Norwich MSA	127	5.10	1.49	0.79	11.92	7.87	56.67	53.54	29.92	37.80	1.71	1.19	1.68	1.71	1.73									

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	15	60.00	27.12	33.33	37.71	53.33	27.47	6.67	7.71	6.67	19.74	16.13	28.57	9.09	16.67									
Hartford MSA	3	12.00	30.71	66.67	18.62	0.00	38.97	33.33	11.70	0.00	3.00	7.41	0.00	2.78	0.00									
New Haven MSA	4	16.00	19.68	25.00	30.98	0.00	37.19	50.00	12.16	25.00	4.21	5.00	0.00	6.67	6.25									
<b>Limited Review:</b>																								
Connecticut Non-MSA	0	0.00	5.29	0.00	44.55	0.00	41.89	0.00	8.26	0.00	0.00	0.00	0.00	0.00	0.00									
Norwich MSA	3	12.00	9.52	0.00	55.20	66.67	25.63	0.00	9.65	33.33	12.50	0.00	18.18	0.00	33.33									

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	580	41.25	10.32	14.48	16.40	16.38	32.64	40.00	40.64	29.14	2.26	3.93	2.38	2.82	1.56									
Hartford MSA	346	24.61	9.23	11.56	11.13	10.12	42.25	48.27	37.01	30.06	1.56	2.58	1.54	1.73	1.28									
New Haven MSA	350	24.89	8.57	10.00	15.70	19.71	38.53	34.29	37.21	36.00	2.03	3.09	3.01	1.83	1.85									
<b>Limited Review:</b>																								
Connecticut Non-MSA	43	3.06	1.99	2.33	29.96	37.21	44.83	55.81	23.23	4.65	1.03	2.44	1.70	1.20	0.41									
Norwich MSA	87	6.19	2.78	2.30	18.61	19.54	50.39	65.52	28.07	12.64	2.03	2.53	2.41	2.61	0.94									

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS			Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Bridgeport MSA	1	100.00	9.54	0.00	16.28	0.00	35.29	100.00	38.89	0.00	3.23	0.00	0.00	20.00	0.00	
Hartford MSA	0	0.00	2.76	0.00	7.11	0.00	44.24	0.00	45.87	0.00	0.00	0.00	0.00	0.00	0.00	
New Haven MSA	0	0.00	3.40	0.00	12.69	0.00	33.10	0.00	50.81	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Connecticut Non-MSA	0	0.00	0.34	0.00	22.58	0.00	44.82	0.00	32.26	0.00	2.56	0.00	0.00	0.00	7.69	
Norwich MSA	0	0.00	0.64	0.00	5.87	0.00	62.96	0.00	30.52	0.00	0.00	0.00	0.00	0.00	0.00	

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families 13	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Bridgeport MSA	327	39.16	22.70	17.20	16.66	26.11	19.96	13.38	40.68	43.31	3.36	5.80	4.01	2.09	3.12	
Hartford MSA	200	23.95	21.35	14.14	16.97	29.29	22.11	24.75	39.57	31.82	1.54	1.69	1.40	1.51	1.64	
New Haven MSA	241	28.86	22.94	12.82	16.70	33.33	19.78	30.77	40.59	23.08	3.22	3.24	3.53	3.84	2.39	
<b>Limited Review:</b>																
Connecticut Non-MSA	21	2.51	22.62	20.00	18.57	30.00	23.78	35.00	35.03	15.00	1.32	1.32	1.17	1.84	0.93	
Norwich MSA	46	5.51	18.33	19.57	19.18	32.61	23.32	13.04	39.17	34.78	1.82	2.59	1.98	1.01	1.93	

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.8% of loans originated and purchased by bank.

13 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families* **	% BANK Loans****	% Families <sup>14</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Bridgeport MSA	103	31.21	22.70	15.69	16.66	22.55	19.96	14.71	40.68	47.06	11.96	21.05	15.86	8.82	10.39									
Hartford MSA	104	31.52	21.35	8.91	16.97	24.75	22.11	20.79	39.57	45.54	3.95	3.26	4.24	3.03	4.62									
New Haven MSA	87	26.36	22.94	5.75	16.70	14.94	19.78	40.23	40.59	39.08	8.50	5.81	6.05	10.77	8.56									
<b>Limited Review:</b>																								
Connecticut Non-MSA	16	4.85	22.62	33.33	18.57	26.67	23.78	13.33	35.03	26.67	4.52	10.64	5.80	1.98	3.48									
Norwich MSA	20	6.06	18.33	15.79	19.18	26.32	23.32	21.05	39.17	36.84	2.94	3.57	3.65	2.03	3.06									

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.8% of loans originated and purchased by bank.

<sup>14</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>15</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Bridgeport MSA	1,146	46.04	22.70	5.17	16.66	15.70	19.96	18.73	40.68	60.39	3.96	3.16	4.19	3.43	4.20	
Hartford MSA	612	24.59	21.35	6.84	16.97	20.20	22.11	26.88	39.57	46.08	1.96	2.04	1.98	1.86	2.01	
New Haven MSA	552	22.18	22.94	5.01	16.70	18.37	19.78	25.23	40.59	51.39	3.03	2.30	3.16	2.83	3.19	
<b>Limited Review:</b>																
Connecticut Non-MSA	52	2.09	22.62	2.08	18.57	18.75	23.78	35.42	35.03	43.75	1.35	0.30	1.11	1.60	1.54	
Norwich MSA	127	5.10	18.33	13.49	19.18	19.84	23.32	21.43	39.17	45.24	1.98	3.44	2.00	1.57	1.96	

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.2% of loans originated and purchased by bank.  
<sup>15</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Bridgeport MSA	580	41.22	73.37	41.72	84.66	6.21	9.14	2.26	2.34
Hartford MSA	347	24.66	72.34	36.31	67.72	7.78	24.50	1.56	1.43
New Haven MSA	350	24.88	72.57	36.57	73.71	9.14	17.14	2.03	1.90
<b>Limited Review:</b>									
Connecticut Non-MSA	43	3.06	74.51	34.88	67.44	18.60	13.95	1.03	1.11
Norwich MSA	87	6.18	72.47	45.98	73.56	11.49	14.94	2.03	2.23

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 42.50% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: CONNECTICUT			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Bridgeport MSA	1	100.00	97.40	0.00	100.00	0.00	0.00	3.23	0.00
Hartford MSA	0	0.00	97.34	0.00	0.00	0.00	0.00	0.00	0.00
New Haven MSA	0	0.00	97.14	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Connecticut Non-MSA	0	0.00	98.47	0.00	0.00	0.00	0.00	2.56	5.88
Norwich MSA	0	0.00	98.47	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 100.0% of small loans to farms originated and purchased by the bank.

**Table 15. Distribution of Branch Delivery System and Branch Openings/closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012									
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of BANK Branches	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																	
Bridgeport MSA	55.60	65	39.39	12.30	10.77	43.08	33.85	2	3	0	0	-1	0	13.48	19.50	33.65	33.38
Hartford MSA	18.80	45	27.27	6.67	13.33	46.67	33.33	0	1	0	0	-1	0	11.76	13.99	41.64	31.30
New Haven MSA	17.90	34	20.61	8.82	17.65	41.18	32.35	0	0	0	0	0	0	11.07	21.98	35.57	31.38
<b>Limited Review:</b>																	
Connecticut Non-MSA	2.30	9	5.45	0.00	44.44	55.56	0.00	0	0	0	0	0	0	2.36	31.42	45.54	20.68
Norwich MSA	5.30	12	7.27	8.33	16.67	66.67	8.33	0	0	0	0	0	0	3.93	21.52	48.97	24.82

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: MAINE												
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Portland MSA	48.07	462	98,010	836	104,436	1	25	11	17,744	1,310	220,215	63.90
<b>Limited Review:</b>												
Bangor MSA	39.89	552	67,723	516	42,979	15	1,419	4	7,839	1,087	119,960	31.10
Lewiston-Auburn MSA	2.53	22	2,748	45	8,223	0	0	2	2,239	69	13,210	0.70
Maine Non-MSA	9.51	183	21,094	75	8,385	1	40	0	0	259	29,519	4.30
Statewide with potential benefit to an AA	0	0	0	0	0	0	0	8	3,625	8	3,625	100.00

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: MAINE				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Portland MSA	125	34.82	0.34	1.60	9.42	11.20	73.75	70.40	16.49	16.80	0.75	2.13	0.94	0.75	0.59	
<b>Limited Review:</b>																
Bangor MSA	141	39.28	0.00	0.00	12.67	6.38	65.64	53.19	21.69	40.43	3.60	0.00	2.03	3.36	4.71	
Lewiston-Auburn MSA	12	3.34	2.16	16.67	7.28	16.67	75.15	50.00	15.41	16.67	0.64	0.00	3.77	0.51	0.00	
Maine Non-MSA	81	22.56	0.00	0.00	9.44	7.41	82.39	77.78	8.17	14.81	1.76	0.00	4.62	1.47	2.44	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: MAINE				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Portland MSA	49	32.45	0.34	2.04	9.42	10.20	73.75	71.43	16.49	16.33	1.67	0.00	0.00	1.76	2.06	
<b>Limited Review:</b>																
Bangor MSA	80	52.98	0.00	0.00	12.67	6.25	65.64	48.75	21.69	45.00	6.94	0.00	0.00	6.02	11.65	
Lewiston-Auburn MSA	2	1.32	2.16	0.00	7.28	0.00	75.15	50.00	15.41	50.00	0.73	0.00	0.00	0.97	0.00	
Maine Non-MSA	20	13.25	0.00	0.00	9.44	15.00	82.39	65.00	8.17	20.00	3.81	0.00	11.76	2.07	11.54	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: MAINE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	267	39.50	0.34	0.00	9.42	10.49	73.75	62.92	16.49	26.59	0.56	0.00	1.27	0.48	0.58									
<b>Limited Review:</b>																								
Bangor MSA	322	47.63	0.00	0.00	12.67	7.45	65.64	60.56	21.69	31.99	4.28	0.00	4.19	4.50	3.85									
Lewiston-Auburn MSA	7	1.04	2.16	0.00	7.28	0.00	75.15	71.43	15.41	28.57	0.00	0.00	0.00	0.00	0.00									
Maine Non-MSA	80	11.83	0.00	0.00	9.44	5.00	82.39	68.75	8.17	26.25	1.59	0.00	0.00	1.66	1.95									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: MAINE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	21	63.64	6.68	14.29	25.83	23.81	62.47	61.90	5.03	0.00	10.53	11.11	7.69	11.76	0.00									
<b>Limited Review:</b>																								
Bangor MSA	9	27.27	0.00	0.00	40.03	33.33	39.91	55.56	20.07	11.11	9.52	0.00	16.67	7.69	0.00									
Lewiston-Auburn MSA	1	3.03	29.59	0.00	28.33	0.00	37.87	100.00	4.21	0.00	3.70	0.00	0.00	14.29	0.00									
Maine Non-MSA	2	6.06	0.00	0.00	19.66	50.00	77.55	50.00	2.79	0.00	9.09	0.00	0.00	16.67	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MAINE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	836	56.79	1.62	1.91	15.10	17.70	69.78	61.36	13.50	19.02	3.56	3.98	4.66	3.33	4.13									
<b>Limited Review:</b>																								
Bangor MSA	516	35.05	0.00	0.00	18.67	10.08	56.97	57.56	24.36	32.36	6.93	0.00	4.11	7.57	8.06									
Lewiston-Auburn MSA	45	3.06	13.05	26.67	9.20	6.67	67.90	53.33	9.86	13.33	1.78	4.76	1.94	1.39	2.04									
Maine Non-MSA	75	5.10	0.00	0.00	10.21	12.00	82.24	74.67	7.54	13.33	0.82	0.00	1.81	0.76	1.03									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: MAINE															
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011															
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Portland MSA	1	5.88	0.76	0.00	10.40	0.00	70.08	100.00	18.77	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Bangor MSA	15	88.24	0.00	0.00	15.31	0.00	63.70	100.00	20.99	0.00	23.08	0.00	0.00	28.57	0.00
Lewiston-Auburn MSA	0	0.00	4.27	0.00	2.56	0.00	68.38	0.00	24.79	0.00	0.00	0.00	0.00	0.00	0.00
Maine Non-MSA	1	5.88	0.00	0.00	8.57	0.00	83.67	100.00	7.76	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE																
Geography: MAINE																
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011																
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>					
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sub>16</sub>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Portland MSA	125	34.82	17.47	11.61	19.13	16.07	24.98	23.21	38.41	49.11	0.74	0.74	0.51	0.50	1.03	
<b>Limited Review:</b>																
Bangor MSA	141	39.28	20.39	5.43	17.26	15.50	23.04	30.23	39.31	48.84	3.74	3.92	2.72	3.85	4.26	
Lewiston-Auburn MSA	12	3.34	20.80	10.00	18.99	20.00	23.56	20.00	36.65	50.00	0.58	0.00	0.00	0.51	1.83	
Maine Non-MSA	81	22.56	20.31	2.53	19.35	24.05	22.60	30.38	37.75	43.04	1.93	1.32	2.43	2.42	1.47	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 8.1% of loans originated and purchased by bank.

16 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: MAINE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>17</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	49	32.45	17.47	9.09	19.13	18.18	24.98	27.27	38.41	45.45	1.77	0.00	1.57	2.04	2.09									
<b>Limited Review:</b>																								
Bangor MSA	80	52.98	20.39	18.18	17.26	23.38	23.04	11.69	39.31	46.75	6.67	11.90	11.69	2.60	4.70									
Lewiston-Auburn MSA	2	1.32	20.80	0.00	18.99	0.00	23.56	0.00	36.65	100.00	0.77	0.00	0.00	0.00	1.79									
Maine Non-MSA	20	13.25	20.31	12.50	19.35	18.75	22.60	25.00	37.75	43.75	3.57	0.00	3.39	5.77	3.45									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 7.9% of loans originated and purchased by bank.

<sup>17</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MAINE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>18</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Portland MSA	267	39.50	17.47	7.36	19.13	15.50	24.98	23.26	38.41	53.88	0.63	0.62	0.79	0.55	0.61	
<b>Limited Review:</b>																
Bangor MSA	322	47.63	20.39	6.35	17.26	15.24	23.04	25.08	39.31	53.33	4.80	6.74	4.83	4.98	4.53	
Lewiston-Auburn MSA	7	1.04	20.80	0.00	18.99	0.00	23.56	66.67	36.65	33.33	0.00	0.00	0.00	0.00	0.00	
Maine Non-MSA	80	11.83	20.31	8.86	19.35	11.39	22.60	25.32	37.75	54.43	1.85	4.60	0.52	2.36	1.62	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.7% of loans originated and purchased by bank.

18 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MAINE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Portland MSA	836	56.79	68.76	45.93	69.98	14.71	15.31	3.56	3.48
<b>Limited Review:</b>									
Bangor MSA	516	35.05	62.27	56.98	78.29	14.34	7.36	6.93	8.80
Lewiston-Auburn MSA	45	3.06	66.62	55.56	46.67	31.11	22.22	1.78	2.73
Maine Non-MSA	75	5.10	66.70	57.33	76.00	10.67	13.33	0.82	1.03

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 16.30% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: MAINE			Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Portland MSA	1	5.88	96.53	100.00	100.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Bangor MSA	15	88.24	96.05	93.33	66.67	33.33	0.00	23.08	31.25
Lewiston-Auburn MSA	0	0.00	98.29	0.00	0.00	0.00	0.00	0.00	0.00
Maine Non-MSA	1	5.88	98.16	100.00	100.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
			Geography: MAINE		Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013				
Assessment Area:	Prior Period Investments <sup>*</sup>		Current Period Investments		Total Investments			Unfunded Commitments <sup>**</sup>	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
<b>Full Review:</b>									
Portland MSA	2	566	80	237	82	803	22.51	0	0
<b>Limited Review:</b>									
Bangor MSA	1	78	37	136	38	214	6.00	0	0
Maine Non-MSA	0	0	25	111	25	111	3.11	0	0
Statewide with potential benefit to an AA	1	23	8	2,417	9	2,440	68.38	2	459

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MAINE				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Portland MSA	63.90	18	58.06	0.00	16.67	66.67	16.67	0	1	0	0	-1	0	1.44	12.56	71.71	14.30
<b>Limited Review:</b>																	
Bangor MSA	31.10	9	29.03	0.00	11.11	55.56	33.33	0	1	0	0	0	-1	0.00	19.01	59.64	21.35
Lewiston-Auburn MSA	0.70	1	3.23	0.00	100.0	0.00	0.00	0	0	0	0	0	0	8.92	16.21	63.24	11.64
Maine Non-MSA	4.30	3	9.68	0.00	100.0	0.00	0.00	0	0	0	0	0	0	0.00	10.41	82.23	7.36

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: MAINE												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012												
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Portland MSA	51.21	212	52,564	296	44,435	0	0	0	0	508	96,999	66.30
<b>Limited Review:</b>												
Bangor MSA	38.00	197	22,964	176	22,176	4	405	0	0	377	45,545	29.70
ME Non-MSA	10.79	75	13,654	32	2,109	0	0	0	0	107	15,763	4.00

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: MAINE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012						Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans	% Owner Occ Units <sup>***</sup>	% BANK Loans	% Owner Occ Units <sup>***</sup>	% BANK Loans						
<b>Full Review:</b>																
Portland MSA	60	44.44	0.36	0.00	11.20	8.33	60.19	60.00	28.25	31.67	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Bangor MSA	52	38.52	0.21	0.00	17.84	17.31	56.52	50.00	25.43	32.69	0.00	0.00	0.00	0.00	0.00	
ME Non-MSA	23	17.04	0.00	0.00	12.46	13.04	81.82	69.57	5.72	17.39	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	20	43.48	0.36	15.00	11.20	0.00	60.19	60.00	28.25	25.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	18	39.13	0.21	0.00	17.84	5.56	56.52	72.22	25.43	22.22	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	8	17.39	0.00	0.00	12.46	0.00	81.82	50.00	5.72	50.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	127	44.10	0.36	0.79	11.20	7.09	60.19	58.27	28.25	33.86	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	125	43.40	0.21	0.00	17.84	5.60	56.52	64.80	25.43	29.60	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	36	12.50	0.00	0.00	12.46	0.00	81.82	91.67	5.72	8.33	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	5	33.33	11.13	20.00	29.01	60.00	46.04	20.00	13.82	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	2	13.33	0.83	0.00	28.31	50.00	57.60	0.00	13.26	50.00	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	8	53.33	0.00	0.00	30.37	0.00	63.92	100.00	5.71	0.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	296	58.73	7.41	15.20	11.98	8.11	54.91	50.68	25.70	26.01	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	176	34.92	0.29	0.00	18.46	7.39	55.00	56.25	26.25	36.36	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	32	6.35	0.00	0.00	15.60	3.13	78.57	84.38	5.82	12.50	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	0	0.00	3.03	0.00	9.48	0.00	59.36	0.00	28.13	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	4	100.00	0.24	0.00	9.74	0.00	63.90	100.00	26.13	0.00	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	0	0.00	0.00	0.00	8.66	0.00	87.80	0.00	3.54	0.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE															
Geography: MAINE															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012															
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>19</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Portland MSA	60	44.44	18.99	3.57	18.20	19.64	23.26	26.79	39.55	50.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Bangor MSA	52	38.52	21.21	18.37	17.07	24.49	21.99	20.41	39.73	36.73	0.00	0.00	0.00	0.00	0.00
ME Non-MSA	23	17.04	22.46	13.04	18.51	30.43	22.00	21.74	37.03	34.78	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 5.2% of loans originated and purchased by bank.

19 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>20</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	20	43.48	18.99	0.00	18.20	0.00	23.26	41.18	39.55	58.82	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	18	39.13	21.21	23.53	17.07	0.00	21.99	29.41	39.73	47.06	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	8	17.39	22.46	14.29	18.51	0.00	22.00	57.14	37.03	28.57	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 10.9% of loans originated and purchased by bank.

<sup>20</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>21</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland MSA	127	44.10	18.99	4.03	18.20	12.90	23.26	28.23	39.55	54.84	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Bangor MSA	125	43.40	21.21	10.48	17.07	14.52	21.99	22.58	39.73	52.42	0.00	0.00	0.00	0.00	0.00									
ME Non-MSA	36	12.50	22.46	8.82	18.51	17.65	22.00	35.29	37.03	38.24	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.1% of loans originated and purchased by bank.

<sup>21</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MAINE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Portland MSA	296	58.73	73.53	37.84	60.81	19.93	19.26	0.00	0.00
<b>Limited Review:</b>									
Bangor MSA	176	34.92	67.53	46.02	69.89	15.91	14.20	0.00	0.00
ME Non-MSA	32	6.35	72.59	31.25	81.25	15.63	3.13	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MAVAA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 29.17% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: MAINE			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Portland MSA	0	0.00	96.89	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Bangor MSA	4	100.00	96.44	75.00	75.00	25.00	0.00	0.00	0.00
ME Non-MSA	0	0.00	98.62	0.00	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 25.00% of small loans to farms originated and purchased by the bank.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MAINE				Evaluation Period: JANUARY 1, 2012 TO JUNE 30, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Portland MSA	66.30	17	60.72	5.88	17.65	52.94	23.53	0	0	0	0	0	0	1.76	13.80	59.14	25.30
<b>Limited Review:</b>																	
Bangor MSA	29.70	9	32.14	11.12	44.44	44.44	0.00	0	0	0	0	0	0	0.40	20.40	56.40	22.80
ME Non-MSA	4.00	2	7.14	0.00	0.00	100.0	0.00	0	1	0	0	0	-1	0.00	13.91	79.48	6.61

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: MASSACHUSETTS												
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Springfield MSA	67.52	481	92,197	868	118,443	8	1,102	15	9,862	1,372	221,604	61.40
<b>Limited Review:</b>												
Worcester MSA	32.48	184	33,708	468	86,566	0	0	8	3,523	660	123,797	38.60
Statewide with potential benefit to an AA	0	0	0	0	0	0	0	2	4,850	2	4,850	100.00

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to December 31, 2011.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Springfield MSA	184	75.72	2.61	3.26	12.10	8.70	52.15	51.09	33.13	36.96	1.37	0.00	0.61	1.33	1.80	
<b>Limited Review:</b>																
Worcester MSA	59	24.28	2.23	8.47	10.46	23.73	51.79	37.29	35.53	30.51	0.39	2.42	0.67	0.15	0.50	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield MSA	41	58.57	2.61	0.00	12.10	4.88	52.15	51.22	33.13	43.90	0.77	0.00	0.00	0.80	0.96									
<b>Limited Review:</b>																								
Worcester MSA	29	41.43	2.23	3.45	10.46	6.90	51.79	62.07	35.53	27.59	0.77	4.76	0.00	0.88	0.64									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield MSA	248	73.59	2.61	0.40	12.10	4.84	52.15	48.79	33.13	45.97	0.71	0.00	0.15	0.66	0.86									
<b>Limited Review:</b>																								
Worcester MSA	89	26.41	2.23	2.25	10.46	5.62	51.79	40.45	35.53	51.69	0.25	0.00	0.16	0.30	0.22									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY		Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
<b>Full Review:</b>																
Springfield MSA	8	53.33	27.19	25.00	23.25	37.50	36.86	12.50	12.71	25.00	2.67	0.00	3.70	0.00	9.09	
<b>Limited Review:</b>																
Worcester MSA	7	46.67	21.75	42.86	26.77	28.57	37.24	28.57	14.23	0.00	7.81	13.33	5.56	8.70	0.00	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businessess***	% BANK Loans	% of Businessess***	% BANK Loans	% of Businessess***	% BANK Loans	% of Businessess***	% BANK Loans						
<b>Full Review:</b>																
Springfield MSA	868	64.97	10.85	17.17	16.92	13.94	42.76	36.75	29.47	32.14	2.73	5.67	3.64	2.12	2.50	
<b>Limited Review:</b>																
Worcester MSA	468	35.03	7.81	13.89	16.66	27.99	41.28	36.32	33.89	21.79	1.80	4.03	3.28	1.56	1.21	

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield MSA	8	100.00	1.20	0.00	7.27	12.50	48.72	25.00	42.81	62.50	2.63	0.00	100.00	0.00	0.00									
<b>Limited Review:</b>																								
Worcester MSA	0	0.00	1.68	0.00	6.82	0.00	43.69	0.00	47.71	0.00	0.00	0.00	0.00	0.00										

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>22</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Springfield MSA	184	75.72	22.08	9.71	17.15	24.57	21.77	30.29	39.00	35.43	1.45	1.75	0.98	1.58	1.68	
<b>Limited Review:</b>																
Worcester MSA	59	24.28	20.98	16.36	17.41	30.91	21.20	20.00	40.41	32.73	0.42	0.49	0.44	0.17	0.55	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 5.3% of loans originated and purchased by bank.

22 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>23</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield MSA	41	58.57	22.08	5.26	17.15	21.05	21.77	28.95	39.00	44.74	0.73	0.00	0.68	0.73	0.90	
<b>Limited Review:</b>																
Worcester MSA	29	41.43	20.98	11.11	17.41	22.22	21.20	14.81	40.41	51.85	0.62	0.00	1.28	0.65	0.42	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 7.1% of loans originated and purchased by bank.

<sup>23</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>†</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>24</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Springfield MSA	248	73.59	22.08	2.93	17.15	15.90	21.77	21.34	39.00	59.83	0.79	0.83	0.53	0.58	1.01	
<b>Limited Review:</b>																
Worcester MSA	89	26.41	20.98	7.32	17.41	13.41	21.20	26.83	40.41	52.44	0.29	0.91	0.47	0.26	0.19	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 4.7% of loans originated and purchased by bank.

<sup>24</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MASSACHUSETTS					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield MSA	868	64.97	67.42	43.20	64.75	18.89	16.36	2.73	2.83
<b>Limited Review:</b>									
Worcester MSA	468	35.03	66.77	46.79	60.68	15.81	23.50	1.80	1.99

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.92% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: MASSACHUSETTS			Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield MSA	8	100.00	97.20	62.50	62.50	25.00	12.50	2.63	5.56
<b>Limited Review:</b>									
Worcester MSA	0	0.00	96.87	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: MASSACHUSETTS									
Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013									
Assessment Area:	Prior Period Investments'		Current Period Investments		Total Investments			Unfunded Commitments''	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
<b>Full Review:</b>									
Springfield MSA	0	0	163	491	163	491	8.96	0	0
<b>Limited Review:</b>									
Worcester MSA	0	0	97	315	97	315	5.75	0	0
Statewide with potential benefit to an AA	3	588	5	4,084	8	4,672	85.29	5	5,814

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MASSACHUSETTS				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																	
Springfield MSA	61.40	11	57.90	18.18	18.18	27.27	36.36	0	0	0	0	0	0	9.36	19.19	44.49	26.96
<b>Limited Review:</b>																	
Worcester MSA	38.60	8	42.10	12.50	37.50	25.00	25.00	0	0	0	0	0	0	9.08	17.29	45.44	27.97

**Table 1. Lending Volume**

LENDING VOLUME		Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012						
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Springfield MSA	71.58	224	39,853	297	42,584	3	632	0	0	524	83,069	60.90
<b>Limited Review:</b>												
Worcester MSA	28.42	81	18,152	127	23,202	0	0	0	0	208	41,354	39.10

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012									
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Springfield MSA	74	79.57	2.85	1.35	16.13	14.86	44.11	37.84	36.91	45.95	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Worcester MSA	19	20.43	2.48	0.00	13.96	36.84	50.64	26.32	32.92	36.84	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Springfield MSA	14	58.33	2.85	0.00	16.13	7.14	44.11	57.14	36.91	35.71	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Worcester MSA	10	41.67	2.48	10.00	13.96	10.00	50.64	20.00	32.92	60.00	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Springfield MSA	134	72.43	2.85	0.75	16.13	10.45	44.11	44.03	36.91	44.78	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Worcester MSA	51	27.57	2.48	1.96	13.96	17.65	50.64	35.29	32.92	45.10	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
<b>Full Review:</b>																
Springfield MSA	2	66.67	30.01	50.00	23.60	0.00	32.04	50.00	14.35	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Worcester MSA	1	33.33	21.05	100.00	31.34	0.00	31.23	0.00	16.38	0.00	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield MSA	297	70.05	12.49	13.47	18.49	17.85	37.01	38.05	31.85	30.64	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Worcester MSA	127	29.95	8.49	14.96	17.75	25.98	41.92	41.73	31.80	17.32	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Springfield MSA	3	100.00	2.07	0.00	8.54	0.00	46.12	66.67	43.27	33.33	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Worcester MSA	0	0.00	1.59	0.00	9.04	0.00	50.00	0.00	39.36	0.00	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families <sub>25</sub>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield MSA	74	79.57	23.43	4.05	16.47	21.62	19.58	24.32	40.52	50.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Worcester MSA	19	20.43	21.23	23.53	17.04	23.53	22.32	11.76	39.41	41.18	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.2% of loans originated and purchased by bank.

25 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>26</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield MSA	14	58.33	23.43	14.29	16.47	14.29	19.58	28.57	40.52	42.86	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Worcester MSA	10	41.67	21.23	0.00	17.04	20.00	22.32	60.00	39.41	20.00	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

<sup>26</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>7</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>27</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Springfield MSA	134	72.43	23.43	6.11	16.47	19.08	19.58	31.30	40.52	43.51	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Worcester MSA	51	27.57	21.23	7.84	17.04	19.61	22.32	15.69	39.41	56.86	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.6% of loans originated and purchased by bank.

<sup>27</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield MSA	297	70.05	71.92	36.36	64.98	17.85	17.17	0.00	0.00
<b>Limited Review:</b>									
Worcester MSA	127	29.95	72.17	30.71	62.20	15.75	22.05	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MAVAA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 25.94% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: MASSACHUSETTS			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield MSA	3	100.00	97.35	100.00	33.33	0.00	66.67	0.00	0.00
<b>Limited Review:</b>									
Worcester MSA	0	0.00	97.13	0.00	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2012 TO JUNE 30, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Springfield MSA	60.90	11	61.11	18.18	18.18	36.37	27.27	0	0	0	0	0	0	11.64	20.77	37.15	30.03
<b>Limited Review:</b>																	
Worcester MSA	30.10	7	38.89	28.57	14.29	28.57	28.57	0	0	0	0	0	0	7.83	18.56	44.69	28.48

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: NEW HAMPSHIRE												
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Manchester MSA	51.89	276	68,684	533	66,175	1	13	2	300	812	135,172	45.60
<b>Limited Review:</b>												
New Hampshire Non-MSA	48.11	411	71,180	326	42,023	1	50	15	9,778	753	123,031	54.40
Statewide with potential benefit to an AA								1	25	1	25	100.00

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from July 01, 2011 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Manchester MSA	75	33.63	0.73	1.33	8.76	6.67	56.63	76.00	33.88	16.00	0.51	2.70	0.40	0.68	0.22	
<b>Limited Review:</b>																
New Hampshire Non-MSA	148	66.37	0.00	0.00	3.95	0.68	76.38	93.24	19.67	6.08	2.10	0.00	0.00	2.74	0.32	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Manchester MSA	23	32.39	0.73	0.00	8.76	13.04	56.63	60.87	33.88	26.09	1.64	0.00	0.00	2.54	0.57	
<b>Limited Review:</b>																
New Hampshire Non-MSA	48	67.61	0.00	0.00	3.95	2.08	76.38	91.67	19.67	6.25	2.47	0.00	0.00	3.42	0.00	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Manchester MSA	158	42.70	0.73	0.00	8.76	3.80	56.63	60.76	33.88	35.44	0.48	0.00	0.30	0.57	0.41	
<b>Limited Review:</b>																
New Hampshire Non-MSA	212	57.30	0.00	0.00	3.95	2.83	76.38	91.98	19.67	5.19	1.48	0.00	0.64	1.98	0.22	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY		Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
<b>Full Review:</b>																
Manchester MSA	20	86.96	5.97	10.00	38.60	55.00	47.98	30.00	7.45	5.00	16.67	25.00	15.00	10.00	50.00	
<b>Limited Review:</b>																
New Hampshire Non-MSA	3	13.04	0.00	0.00	16.17	33.33	70.18	33.33	13.65	33.33	6.25	0.00	0.00	0.00	33.33	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: NEW HAMPSHIRE															
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Manchester MSA	533	62.05	1.92	2.25	17.70	17.45	51.63	65.48	28.75	14.82	3.44	3.90	3.91	4.64	1.48
<b>Limited Review:</b>															
New Hampshire Non-MSA	326	37.95	0.00	0.00	6.32	6.44	72.84	78.83	20.84	14.72	2.70	0.00	2.92	3.08	2.06

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester MSA	1	50.00	0.55	0.00	6.84	0.00	61.08	100.00	31.53	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
New Hampshire Non-MSA	1	50.00	0.00	0.00	4.31	0.00	76.57	100.00	19.11	0.00	4.76	0.00	0.00	6.25	0.00									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>*</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families <sub>28</sub>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Manchester MSA	75	33.63	16.82	13.43	18.82	19.40	26.62	31.34	37.74	35.82	0.49	0.40	0.14	0.90	0.52	
<b>Limited Review:</b>																
New Hampshire Non-MSA	148	66.37	14.85	7.69	18.54	28.67	25.48	28.67	41.13	34.97	2.25	3.31	2.68	2.01	1.96	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 5.8% of loans originated and purchased by bank.

28 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>29</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester MSA	23	32.39	16.82	10.53	18.82	26.32	26.62	21.05	37.74	42.11	1.73	3.92	1.01	2.27	1.10									
<b>Limited Review:</b>																								
New Hampshire Non-MSA	48	67.61	14.85	2.13	18.54	21.28	25.48	23.40	41.13	53.19	2.54	0.00	2.94	2.86	2.62									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 7.0% of loans originated and purchased by bank.

<sup>29</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>30</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Manchester MSA	158	42.70	16.82	13.64	18.82	16.23	26.62	21.43	37.74	48.70	0.57	1.23	0.48	0.32	0.67	
<b>Limited Review:</b>																
New Hampshire Non-MSA	212	57.30	14.85	4.29	18.54	19.52	25.48	28.10	41.13	48.10	1.77	1.16	2.27	1.83	1.65	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.6% of loans originated and purchased by bank.

30 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester MSA	533	62.05	68.55	51.22	68.29	15.76	15.95	3.44	3.84
<b>Limited Review:</b>									
New Hampshire Non-MSA	326	37.95	69.65	53.99	66.26	19.33	14.42	2.70	3.77

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 16.88% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: NEW HAMPSHIRE					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester MSA	1	50.00	96.91	100.00	100.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
New Hampshire Non-MSA	1	50.00	97.20	100.00	100.00	0.00	0.00	4.76	9.09

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: NEW HAMPSHIRE									
Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013									
Assessment Area:	Prior Period Investments <sup>*</sup>		Current Period Investments		Total Investments			Unfunded Commitments <sup>**</sup>	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
<b>Full Review:</b>									
Manchester MSA	1	88	110	179	89	267	16.21	0	0
<b>Limited Review:</b>									
New Hampshire Non-MSA	0	0	90	154	90	154	9.35	2	166
Statewide with potential benefit to an AA	3	909	6	317	9	1,226	74.44	0	0

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: NEW HAMPSHIRE				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Manchester MSA	45.60	9	60.00	0.00	22.22	66.67	11.11	0	0	0	0	0	0	2.68	17.41	52.62	27.29
<b>Limited Review:</b>																	
New Hampshire Non-MSA	54.40	6	40.00	0.00	16.67	83.33	0.00	0	0	0	0	0	0	0.00	4.79	76.66	18.55

**Table 1. Lending Volume**

LENDING VOLUME		Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012						
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Manchester-Nashua MSA	50.13	144	28,334	238	22,444	0	0	0	0	382	50,778	47.50
<b>Limited Review:</b>												
New Hampshire Non MSA	49.87	205	34,895	175	25,952	0	0	0	0	380	60,847	52.50

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography <sup>†</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Manchester-Nashua MSA	48	37.21	1.81	0.00	14.24	14.58	55.69	68.75	28.26	16.67	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
New Hampshire Non MSA	81	62.79	0.00	0.00	11.40	13.58	66.95	69.14	21.64	17.28	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Manchester-Nashua MSA	6	20.69	1.81	0.00	14.24	0.00	55.69	66.67	28.26	33.33	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
New Hampshire Non MSA	23	79.31	0.00	0.00	11.40	13.04	66.95	65.22	21.64	21.74	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Manchester-Nashua MSA	78	44.07	1.81	1.28	14.24	1.28	55.69	62.82	28.26	34.62	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
New Hampshire Non MSA	99	55.93	0.00	0.00	11.40	4.04	66.95	76.77	21.64	19.19	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua MSA	12	85.71	17.00	25.00	29.86	50.00	46.05	25.00	7.09	0.00	0.00	0.00	0.00	0.00										
<b>Limited Review:</b>																								
New Hampshire Non MSA	2	14.29	0.00	0.00	29.80	0.00	61.04	50.00	9.16	50.00	0.00	0.00	0.00	0.00										

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Business <sup>s***</sup>	% BANK Loans	% of Business <sup>s***</sup>	% BANK Loans	% of Business <sup>s***</sup>	% BANK Loans	% of Business <sup>s***</sup>	% BANK Loans						
<b>Full Review:</b>																
Manchester-Nashua MSA	236	57.42	11.27	13.56	14.41	16.10	49.51	55.08	24.50	15.25	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
New Hampshire Non MSA	175	42.58	0.00	0.00	12.80	11.43	67.02	62.29	20.18	26.29	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua MSA	0	0.00	3.11	0.00	10.50	0.00	56.70	0.00	29.58	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
New Hampshire Non MSA	0	0.00	0.00	0.00	9.13	0.00	67.73	0.00	23.14	0.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families 31	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Manchester-Nashua MSA	48	37.21	18.88	21.43	18.83	23.81	23.63	14.29	38.65	40.48	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
New Hampshire Non MSA	81	62.79	17.47	3.95	18.35	32.89	23.61	28.95	40.57	34.21	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 8.5% of loans originated and purchased by bank.

31 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>32</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua MSA	6	20.69	18.88	40.00	18.83	20.00	23.63	20.00	38.65	20.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
New Hampshire Non MSA	23	79.31	17.47	10.00	18.35	25.00	23.61	25.00	40.57	40.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 13.8% of loans originated and purchased by bank.

32 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>33</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Manchester-Nashua MSA	78	44.07	18.88	18.18	18.83	20.78	23.63	19.48	38.65	41.56	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
New Hampshire Non MSA	99	55.93	17.47	8.16	18.35	19.39	23.61	22.45	40.57	50.00	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

33 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW HAMPSHIRE			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester-Nashua MSA	238	57.63	72.81	33.61	72.69	17.23	10.08	0.00	0.00
<b>Limited Review:</b>									
New Hampshire Non MSA	175	42.37	74.02	38.29	61.71	17.71	20.57	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 36.32% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: NEW HAMPSHIRE			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester-Nashua MSA	0	0.00	97.21	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
New Hampshire Non MSA	0	0.00	97.41	0.00	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO JUNE 30, 2013									
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Manchester-Nashua MSA	47.50	9	60.00	22.22	0.00	66.67	11.11	0	0	0	0	0	0	6.59	18.76	51.11	23.55
<b>Limited Review:</b>																	
New Hampshire Non MSA	52.50	6	40.00	0.00	16.66	66.67	16.66	0	0	0	0	0	0	0.00	13.15	67.09	19.76

**Table 1. Lending Volume**

LENDING VOLUME		Geography: NEW YORK				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011						
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Nassau Suffolk MD****	58.17	72	39,692	131	20,098	0	0	7	15,473	210	75,263	78.20
<b>Limited Review:</b>												
New York MD	41.83	86	56,526	58	12,273	0	0	7	20,073	151	88,872	21.80

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: NEW YORK				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Nassau Suffolk MD*****	22	40.00	0.22	0.00	12.21	13.64	66.17	63.64	21.40	22.73	0.08	0.00	0.09	0.08	0.06	
<b>Limited Review:</b>																
New York MD	33	60.00	0.25	0.00	2.39	0.00	10.17	9.09	87.20	90.91	0.27	0.00	0.00	0.14	0.29	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau Suffolk MD*****	10	50.00	0.22	0.00	12.21	10.00	66.17	70.00	21.40	20.00	0.41	0.00	0.28	0.43	0.44									
<b>Limited Review:</b>																								
New York MD	10	50.00	0.25	0.00	2.39	0.00	10.17	10.00	87.20	90.00	1.28	0.00	0.00	2.78	1.19									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau Suffolk MD*****	40	49.38	0.22	0.00	12.21	15.00	66.17	57.50	21.40	27.50	0.12	0.00	0.19	0.11	0.14									
<b>Limited Review:</b>																								
New York MD	41	50.62	0.25	0.00	2.39	0.00	10.17	0.00	87.20	100.00	0.29	0.00	0.00	0.00	0.32									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY		Geography: NEW YORK				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans					
<b>Full Review:</b>															
Nassau Suffolk MD*****	0	0.00	3.51	0.00	27.94	0.00	58.07	0.00	10.49	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
New York MD	2	100.00	3.20	0.00	16.42	50.00	24.83	50.00	55.55	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau Suffolk MD****	131	69.31	0.58	0.00	12.84	14.50	62.87	65.65	23.70	19.85	0.09	0.00	0.13	0.11	0.05									
<b>Limited Review:</b>																								
New York MD	58	30.69	0.96	0.00	8.87	5.17	14.56	17.24	75.56	77.59	0.04	0.00	0.01	0.11	0.04									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau Suffolk MD****	0	0.00	0.34	0.00	17.96	0.00	65.40	0.00	16.29	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
New York MD	0	0.00	0.50	0.00	3.86	0.00	16.71	0.00	78.93	0.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>*</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>34</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Nassau Suffolk MD <sup>*****</sup>	22	40.00	18.03	0.00	18.61	4.55	24.19	13.64	39.18	81.82	0.09	0.00	0.02	0.03	0.20	
<b>Limited Review:</b>																
New York MD	33	60.00	12.71	0.00	10.44	0.00	14.02	16.13	62.83	83.87	0.26	0.00	0.00	0.00	0.32	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.6% of loans originated and purchased by bank.

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

34 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>35</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Nassau Suffolk MD*****	10	50.00	18.03	20.00	18.61	30.00	24.19	20.00	39.18	30.00	0.43	0.76	0.58	0.29	0.34	
<b>Limited Review:</b>																
New York MD	10	50.00	12.71	0.00	10.44	0.00	14.02	12.50	62.83	87.50	1.37	0.00	0.00	1.79	1.45	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 10.0% of loans originated and purchased by bank.

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

35 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>36</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Nassau Suffolk MD <sup>*****</sup>	40	49.38	18.03	7.69	18.61	10.26	24.19	23.08	39.18	58.97	0.14	0.17	0.07	0.11	0.18	
<b>Limited Review:</b>																
New York MD	41	50.62	12.71	0.00	10.44	0.00	14.02	0.00	62.83	100.00	0.34	0.00	0.00	0.00	0.40	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.2% of loans originated and purchased by bank.

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

36 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW YORK			Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Nassau Suffolk MD*****	131	69.31	70.83	49.62	68.70	12.98	18.32	0.09	0.17
<b>Limited Review:</b>									
New York MD	58	30.69	69.23	58.62	58.62	15.52	25.86	0.04	0.07

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 16.93% of small loans to businesses originated and purchased by the bank.

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: NEW YORK					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Nassau Suffolk MD*****	0	0.00	96.73	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
New York MD	0	0.00	95.81	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

\*\*\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: NEW YORK									
Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013									
Assessment Area:	Prior Period Investments <sup>*</sup>		Current Period Investments		Total Investments			Unfunded Commitments <sup>**</sup>	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
<b>Full Review:</b>									
Nassau Suffolk MD <sup>***</sup>	2	221	24	93	26	314	19.02	0	0
<b>Limited Review:</b>									
New York MD	0	0	44	429	44	429	25.98	0	0
Poughkeepsie MSA <sup>****</sup>	0	0	1	3	1	3	0.18	0	0
Kingston MSA <sup>****</sup>	0	0	1	5	1	5	0.30	0	0
Statewide with potential benefit to an AA	0	0	1	900	1	900	54.51	1	100

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

\*\*\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: NEW YORK				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Nassau Suffolk MD*	78.20	31	81.60	0.00	6.45	64.52	29.03	0	0	0	0	0	0	0.76	16.02	64.36	18.86
<b>Limited Review:</b>																	
New York MD	21.80	7	18.40	0.00	14.29	14.29	71.43	2	0	0	0	0	+2	1.72	9.18	17.49	71.61

\* The evaluation period for the Nassau-Suffolk MD begins on November 30, 2010.

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: NEW YORK												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012												
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Nassau-Suffolk MD	63.69	113	40,644	187	16,706	0	0	0	0	300	57,350	65.70
<b>Limited Review:</b>												
Poughkeepsie-Newburgh MSA****	1.49	4	1,962	3	817	0	0	0	0	7	2,779	1.20
Kingston MSA****	0.43	1	40	1	30	0	0	0	0	2	70	0.20
New York MD	34.39	86	150,074	76	11,277	0	0	0	0	162	161,351	32.90

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans	% Owner Occ Units <sup>***</sup>	% BANK Loans	% Owner Occ Units <sup>***</sup>	% BANK Loans	Over all	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau-Suffolk MD	47	64.38	1.02	0.00	14.16	25.53	61.25	53.19	23.57	21.28	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Poughkeepsie-Newburgh MSA <sup>*****</sup>	0	0.00	2.52	0.00	11.55	0.00	57.46	0.00	28.47	0.00	0.00	0.00	0.00	0.00	0.00									
Kingston MSA <sup>*****</sup>	0	0.00	0.00	0.00	10.41	0.00	74.43	0.00	15.16	0.00	0.00	0.00	0.00	0.00	0.00									
New York MD	26	35.62	1.73	0.00	9.42	3.85	27.12	7.69	61.73	88.46	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Nassau-Suffolk MD	9	50.00	1.02	0.00	14.16	0.00	61.25	77.78	23.57	22.22	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Poughkeepsie-Newburgh MSA*****	1	5.56	2.52	0.00	11.55	0.00	57.46	100.00	28.47	0.00	0.00	0.00	0.00	0.00	0.00	
Kingston MSA*****	1	5.56	0.00	0.00	10.41	0.00	74.43	100.00	15.16	0.00	0.00	0.00	0.00	0.00	0.00	
New York MD	7	38.89	1.73	0.00	9.42	0.00	27.12	42.86	61.73	57.14	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau-Suffolk MD	55	70.51	1.02	0.00	14.16	9.09	61.25	70.91	23.57	20.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Poughkeepsie-Newburgh MSA*****	3	3.85	2.52	0.00	11.55	0.00	57.46	33.33	28.47	66.67	0.00	0.00	0.00	0.00	0.00									
Kingston MSA*****	0	0.00	0.00	0.00	10.41	0.00	74.43	0.00	15.16	0.00	0.00	0.00	0.00	0.00	0.00									
New York MD	20	25.64	1.73	0.00	9.42	0.00	27.12	15.00	61.73	85.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau-Suffolk MD	2	5.71	7.87	0.00	28.60	50.00	51.08	50.00	12.45	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Poughkeepsie-Newburgh MSA*****	0	0.00	19.47	0.00	24.52	0.00	46.33	0.00	9.68	0.00	0.00	0.00	0.00	0.00										
Kingston MSA*****	0	0.00	0.00	0.00	24.67	0.00	65.42	0.00	9.91	0.00	0.00	0.00	0.00	0.00										
New York MD	33	94.29	17.45	18.18	24.19	30.30	19.86	12.12	38.50	39.39	0.00	0.00	0.00	0.00										

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau-Suffolk MD	187	70.57	1.48	4.28	14.79	14.97	59.05	53.48	24.68	27.27	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Poughkeepsie-Newburgh MSA****	3	1.13	7.66	0.00	14.46	33.33	53.71	66.67	24.17	0.00	0.00	0.00	0.00	0.00	0.00									
Kingston MSA****	1	0.38	0.00	0.00	13.08	0.00	70.39	0.00	16.53	100.00	0.00	0.00	0.00	0.00	0.00									
New York MD	74	27.92	6.51	2.70	14.26	22.97	20.23	10.81	55.89	63.51	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Nassau-Suffolk MD	0	0.00	1.75	0.00	18.40	0.00	62.00	0.00	17.86	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Poughkeepsie-Newburgh MSA****	0	0.00	1.04	0.00	7.74	0.00	62.16	0.00	29.06	0.00	0.00	0.00	0.00	0.00	0.00									
Kingston MSA****	0	0.00	0.00	0.00	7.92	0.00	70.44	0.00	21.65	0.00	0.00	0.00	0.00	0.00	0.00									
New York MD	0	0.00	2.70	0.00	8.54	0.00	18.89	0.00	69.14	0.00	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families <sup>37</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Nassau-Suffolk MD	47	64.38	19.01	10.87	18.46	17.39	23.77	30.43	38.76	41.30	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Poughkeepsie-Newburgh MSA*****	0	0.00	20.50	0.00	17.80	0.00	22.49	0.00	39.21	0.00	0.00	0.00	0.00	0.00	0.00	
Kingston MSA*****	0	0.00	19.57	0.00	17.81	0.00	23.03	0.00	39.59	0.00	0.00	0.00	0.00	0.00	0.00	
New York MD	26	35.62	24.93	0.00	15.10	3.85	16.07	15.38	43.90	80.77	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MAVAA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.4% of loans originated and purchased by bank.

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

<sup>37</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>†</sup>				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>38</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Nassau-Suffolk MD	9	50.00	19.01	12.50	18.46	62.50	23.77	0.00	38.76	25.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Poughkeepsie-Newburgh MSA <sup>*****</sup>	1	5.56	20.50	0.00	17.80	0.00	22.49	100.00	39.21	0.00	0.00	0.00	0.00	0.00	0.00	
Kingston MSA <sup>*****</sup>	1	5.56	19.57	100.00	17.81	0.00	23.03	0.00	39.59	0.00	0.00	0.00	0.00	0.00	0.00	
New York MD	7	38.89	24.93	0.00	15.10	14.29	16.07	28.57	43.90	57.14	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 5.6% of loans originated and purchased by bank.

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

38 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>†</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>39</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Nassau-Suffolk MD	55	70.51	19.01	9.43	18.46	26.42	23.77	18.87	38.76	45.28	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Poughkeepsie-Newburgh MSA <sup>*****</sup>	3	3.85	20.50	0.00	17.80	0.00	22.49	0.00	39.21	100.00	0.00	0.00	0.00	0.00	0.00	
Kingston MSA <sup>*****</sup>	0	0.00	19.57	0.00	17.81	0.00	23.03	0.00	39.59	0.00	0.00	0.00	0.00	0.00	0.00	
New York MD	20	25.64	24.93	5.26	15.10	15.79	16.07	0.00	43.90	78.95	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MAVAA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.8% of loans originated and purchased by bank.

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

39 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW YORK			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Nassau-Suffolk MD	187	70.04	75.62	39.57	83.96	5.35	10.70	0.00	0.00
<b>Limited Review:</b>									
Poughkeepsie-Newburgh MSA*****	3	1.12	72.65	66.67	0.00	33.33	66.67	0.00	0.00
Kingston MSA*****	1	0.37	73.71	0.00	100.00	0.00	0.00	0.00	0.00
New York MD	76	28.46	70.96	39.47	68.42	7.89	23.68	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MAVAA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 46.44% of small loans to businesses originated and purchased by the bank.

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: NEW YORK									
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012									
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Nassau-Suffolk MD	0	0.00	96.78	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Poughkeepsie-Newburgh MSA*****	0	0.00	97.11	0.00	0.00	0.00	0.00	0.00	0.00
Kingston MSA*****	0	0.00	97.42	0.00	0.00	0.00	0.00	0.00	0.00
New York MD	0	0.00	96.30	0.00	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

\*\*\*\*\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: NEW YORK				Evaluation Period: JANUARY 1, 2012 TO JUNE 30, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Nassau-Suffolk MD	65.70	61	59.23	11.48	73.77	14.75	0.00	0	0	0	0	0	0	2.32	17.95	58.87	20.71
<b>Limited Review:</b>																	
Poughkeepsie-Newburgh MSA*	1.20	5	4.85	20.00	80.00	0.00	0.00	0	0	0	0	0	0	8.13	14.68	52.78	24.11
Kingston MSA*	0.20	1	1.94	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	12.30	72.27	15.43
New York MD	32.90	35	33.98	0.00	8.57	37.14	48.57	6	0	0	+1	+1	+4	13.27	22.08	25.64	38.70

\* The evaluation period for the Poughkeepsie and Kingston MSAs begins on June 29, 2012.

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: VERMONT												
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Burlington MSA	38.70	986	255,872	1,749	202,754	10	1,154	14	18,570	2,759	478,350	46.40
<b>Limited Review:</b>												
Vermont Non-MSA	61.30	2,114	372,113	2,170	218,235	51	6,253	36	31,930	4,371	628,531	53.60
Statewide with potential benefit to an AA	0	0	0	0	0	0	0	5	2,060	5	2,060	100.00

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: VERMONT				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography <sup>†</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Burlington MSA	353	30.88	0.38	1.70	11.02	14.16	58.88	49.58	29.72	34.56	4.05	4.35	4.89	3.68	4.42	
<b>Limited Review:</b>																
Vermont Non-MSA	790	69.12	0.00	0.00	8.14	5.32	76.12	79.49	15.73	15.19	8.49	0.00	8.33	9.27	5.86	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: VERMONT				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Burlington MSA	113	30.87	0.38	0.00	11.02	8.85	58.88	53.10	29.72	38.05	3.79	0.00	3.37	3.27	4.92
<b>Limited Review:</b>															
Vermont Non-MSA	253	69.13	0.00	0.00	8.14	4.74	76.12	82.21	15.73	13.04	7.96	0.00	6.58	9.09	4.17

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: VERMONT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Burlington MSA	490	31.76	0.38	1.63	11.02	8.78	58.88	53.06	29.72	36.53	2.17	14.71	3.37	1.85	2.24	
<b>Limited Review:</b>																
Vermont Non-MSA	1,053	68.24	0.00	0.00	8.14	3.51	76.12	79.20	15.73	17.28	4.65	0.00	3.14	5.19	3.31	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY		Geography: VERMONT				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans					
<b>Full Review:</b>															
Burlington MSA	30	62.50	6.01	6.67	22.15	23.33	53.50	53.33	18.33	16.67	35.56	16.67	40.00	42.11	30.00
<b>Limited Review:</b>															
Vermont Non-MSA	18	37.50	0.00	0.00	12.74	16.67	61.38	83.33	25.88	0.00	16.36	0.00	16.67	19.51	0.00

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: VERMONT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington MSA	1,749	44.63	1.46	1.20	16.50	13.61	52.79	41.51	29.25	43.68	16.36	21.05	13.83	14.06	21.78									
<b>Limited Review:</b>																								
Vermont Non-MSA	2,170	55.37	0.00	0.00	9.93	7.83	71.56	74.70	18.51	17.47	11.48	0.00	10.81	13.32	9.01									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: VERMONT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington MSA	10	16.39	0.78	0.00	13.25	20.00	60.69	60.00	25.28	20.00	16.67	0.00	25.00	23.53	0.00									
<b>Limited Review:</b>																								
Vermont Non-MSA	51	83.61	0.00	0.00	7.66	0.00	79.08	80.39	13.26	19.61	18.95	0.00	0.00	20.51	28.57									

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE															
Geography: VERMONT															
Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011															
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sub>40</sub>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Burlington MSA	353	30.88	17.48	6.33	19.50	24.40	24.68	27.71	38.34	41.57	4.31	3.07	4.48	2.51	5.79
<b>Limited Review:</b>															
Vermont Non-MSA	790	69.12	17.46	5.28	19.06	23.97	24.55	27.45	38.93	43.30	9.50	11.04	10.91	10.52	8.20

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.1% of loans originated and purchased by bank.

40 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: VERMONT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>41</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington MSA	113	30.87	17.48	5.45	19.50	26.36	24.68	17.27	38.34	50.91	3.57	2.70	4.88	1.21	4.89									
<b>Limited Review:</b>																								
Vermont Non-MSA	253	69.13	17.46	10.20	19.06	19.18	24.55	24.90	38.93	45.71	7.74	12.09	8.50	6.60	7.30									

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.0% of loans originated and purchased by bank.

41 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: VERMONT					Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>42</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Burlington MSA	490	31.76	17.48	8.84	19.50	17.26	24.68	23.58	38.34	50.32	2.36	2.39	2.09	1.75	2.80	
<b>Limited Review:</b>																
Vermont Non-MSA	1,053	68.24	17.46	5.52	19.06	17.13	24.55	25.46	38.93	51.89	5.10	6.45	6.59	5.48	4.36	

\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by bank.

42 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: VERMONT			Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Burlington MSA	1,749	44.63	67.84	38.08	71.13	15.44	13.44	16.36	15.76
<b>Limited Review:</b>									
Vermont Non-MSA	2,170	55.37	69.47	47.10	74.52	13.46	12.03	11.48	12.35

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 20.62% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: VERMONT			Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Burlington MSA	10	16.39	98.00	100.00	60.00	30.00	10.00	16.67	31.25
<b>Limited Review:</b>									
Vermont Non-MSA	51	83.61	98.21	70.59	66.67	15.69	17.65	18.95	26.32

\* Based on 2011 Peer Small Business Data -- US and PR

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.64% of small loans to farms originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
			Geography: VERMONT		Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013				
Assessment Area:	Prior Period Investments <sup>*</sup>		Current Period Investments		Total Investments			Unfunded Commitments <sup>**</sup>	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
<b>Full Review:</b>									
Burlington MSA	3	1,628	107	9,416	110	11,044	26.09	3	6,736
<b>Limited Review:</b>									
Vermont Non-MSA	19	12,324	164	13,685	183	26,009	61.45	3	913
Statewide with potential benefit to an AA	3	1,683	9	3,591	12	5,274	12.46	1	2,469

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: VERMONT				Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																	
Burlington MSA	46.40	16	34.80	0.00	12.5	62.5	25.00	0	0	0	0	0	0	1.51	13.36	58.93	26.21
<b>Limited Review:</b>																	
Vermont Non-MSA	53.60	30	65.20	0.00	16.67	63.33	20.00	0	0	0	0	0	0	0.00	9.81	75.65	14.54

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: VERMONT												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012												
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Burlington MSA	37.78	347	120,854	549	73,347	2	269	0	0	898	194,470	47.40
<b>Limited Review:</b>												
Vermont Non-MSA	62.22	743	127,015	725	73,526	11	1,483	0	0	1,479	202,024	52.60

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2012 to June 30, 2013.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: VERMONT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012						Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Burlington MSA	110	28.28	0.38	1.82	15.62	19.09	58.48	54.55	25.52	24.55	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Vermont Non-MSA	279	71.72	0.05	0.00	9.18	12.19	75.22	72.40	15.56	15.41	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: VERMONT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Burlington MSA	31	30.69	0.38	0.00	15.62	16.13	58.48	54.84	25.52	29.03	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Vermont Non-MSA	70	69.31	0.05	0.00	9.18	5.71	75.22	87.14	15.56	7.14	0.00	0.00	0.00	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Burlington MSA	189	32.87	0.38	2.65	15.62	14.29	58.48	47.09	25.52	35.98	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Vermont Non-MSA	386	67.13	0.05	0.00	9.18	10.10	75.22	68.65	15.56	21.24	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington MSA	17	68.00	3.97	0.00	31.45	47.06	53.75	47.06	10.84	5.88	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Vermont Non-MSA	8	32.00	0.14	0.00	18.48	25.00	64.39	75.00	17.00	0.00	0.00	0.00	0.00	0.00										

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Business <sup>s***</sup>	% BANK Loans	% of Business <sup>s***</sup>	% BANK Loans	% of Business <sup>s***</sup>	% BANK Loans	% of Business <sup>s***</sup>	% BANK Loans						
<b>Full Review:</b>																
Burlington MSA	543	42.82	1.79	1.47	20.03	15.65	53.45	51.93	24.59	30.94	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Vermont Non-MSA	725	57.18	0.14	0.00	11.97	11.59	70.57	69.79	17.32	18.62	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS															Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington MSA	2	15.38	0.67	0.00	21.40	0.00	54.32	100.00	23.61	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Vermont Non-MSA	11	84.62	0.00	0.00	7.35	0.00	75.24	63.64	17.41	36.36	0.00	0.00	0.00	0.00	0.00									

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Source Data - Dun and Bradstreet (2012).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families 43	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Burlington MSA	110	28.28	18.30	5.88	18.99	33.33	23.52	26.47	39.19	34.31	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Vermont Non-MSA	279	71.72	18.48	6.59	18.52	26.37	22.79	25.27	40.21	41.76	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.6% of loans originated and purchased by bank.

43 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families <sup>44</sup>	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Burlington MSA	31	30.69	18.30	9.68	18.99	16.13	23.52	22.58	39.19	51.61	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Vermont Non-MSA	70	69.31	18.48	10.29	18.52	33.82	22.79	33.82	40.21	22.06	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.0% of loans originated and purchased by bank.

<sup>44</sup> Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>45</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Burlington MSA	189	32.87	18.30	6.52	18.99	11.41	23.52	19.57	39.19	62.50	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Vermont Non-MSA	386	67.13	18.48	5.57	18.52	19.10	22.79	24.67	40.21	50.66	0.00	0.00	0.00	0.00	0.00	

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.4% of loans originated and purchased by bank.

45 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Burlington MSA	549	43.09	71.55	26.23	65.94	17.49	16.58	0.00	0.00
<b>Limited Review:</b>									
Vermont Non-MSA	725	56.91	73.34	29.24	75.59	11.59	12.83	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to businesses originated and purchased in the MAVAA as a percentage of all small loans to businesses originated and purchased in the rated area.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 36.66% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: VERMONT			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2012				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Burlington MSA	2	15.38	98.34	100.00	50.00	50.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Vermont Non-MSA	11	84.62	98.33	45.45	63.64	18.18	18.18	0.00	0.00

\* The evaluation period for Optional Product Line(s) is from January 01, 2012 to December 31, 2012.

\*\* Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2012).

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 15.38% of small loans to farms originated and purchased by the bank.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings**

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: VERMONT				Evaluation Period: JANUARY 1, 2012 TO JUNE 30, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Burlington MSA	47.40	12	0.00	0.00	16.67	66.66	16.67	0	4	0	-1	-3	0	1.49	19.57	55.39	23.55
<b>Limited Review:</b>																	
Vermont Non-MSA	52.60	30	0.00	26.67	53.33	20.00	0.00	0	0	0	0	0	0	0.08	12.14	73.99	13.79

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: BROADE REGIONAL AREA						Evaluation Period: JULY 1, 2009 TO DECEMBER 31, 2012						
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA <sup>*</sup>	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans <sup>**</sup>		Total Reported Loans		% of Rated Area Deposits in MA/AA <sup>***</sup>
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Broader Regional Area with potential benefit to an AA	100.00							8	21,100	8	21,100	100.00

\* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from July 01, 2011 to December 31, 2011.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS		Geography: BROADER REGIONAL AREA				Evaluation Period: JULY 1, 2009 TO JUNE 30, 2013			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	percent of Total	#	\$(000's)
Broader Regional Area with benefit to an AA	2	758	16	3,215	18	3,973	64.38	2	1,707
Broader Regional Area without potential benefit to an AA	1	2,177	4	21	5	2,198	35.62	0	0

\* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

\*\* 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.